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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11**  
: **Case No. 19-[\_\_\_\_\_] (\_\_\_\_)**  
: **(Joint Administration Pending)**  
: **Debtors.<sup>1</sup>**  
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**MOTION OF DEBTORS REQUESTING  
AUTHORITY TO (I) CONTINUE USING EXISTING  
CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND  
BUSINESS FORMS, (II) IMPLEMENT CHANGES TO THE CASH  
MANAGEMENT SYSTEM IN THE ORDINARY COURSE OF BUSINESS,  
(III) CONTINUE INTERCOMPANY TRANSACTIONS, (IV) PROVIDE  
ADMINISTRATIVE EXPENSE PRIORITY FOR POSTPETITION INTERCOMPANY  
CLAIMS, (V) EXTEND TIME TO COMPLY WITH, OR SEEK WAIVER OF,  
11 U.S.C. § 345(b), AND (VI) GRANTING RELATED RELIEF**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Ditech Holding Corporation (0486); DF Insurance Agency LLC (6918); Ditech Financial LLC (5868); Green Tree Credit LLC (5864); Green Tree Credit Solutions LLC (1565); Green Tree Insurance Agency of Nevada, Inc. (7331); Green Tree Investment Holdings III LLC (1008); Green Tree Servicing Corp. (3552); Marix Servicing LLC (6101); Mortgage Asset Systems, LLC (8148); REO Management Solutions, LLC (7787); Reverse Mortgage Solutions, Inc. (2274); Walter Management Holding Company LLC (9818); and Walter Reverse Acquisition LLC (8837). The Debtors' principal offices are located at 1100 Virginia Drive, Suite 100, Fort Washington, Pennsylvania 19034.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) (“**DHC**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and together with their non-debtor affiliates, the “**Company**”), respectfully represent as follows in support of this motion (the “**Motion**”):

**Background**

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

3. The Debtors commenced these chapter 11 cases on a prearranged basis with the support of more than 75% percent of their term loan lenders, who have committed to support a value-maximizing chapter 11 plan that contemplates a debt-to-equity recapitalization transaction and provides for the simultaneous marketing of all or substantially all of the Debtors’ assets to the extent such sale represents a higher or better value than the recapitalization transaction. Consistent with their obligations under that certain Restructuring Support Agreement, dated as of February 8, 2019, the Debtors intend to file a proposed plan of reorganization shortly hereafter and will seek to emerge from chapter 11 on an expedited timeframe.

4. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Gerald A. Lombardo Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the "**Lombardo Declaration**"), which has been filed with the Court contemporaneously herewith and is incorporated herein by reference.<sup>2</sup>

### **Jurisdiction**

5. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

6. By this Motion, pursuant to sections 105(a), 345(b), 363, 364, 503, and 507 of the Bankruptcy Code, the Debtors request authority to:

- i. Continue their existing cash management system, including the continued maintenance of their existing bank accounts and business forms;
- ii. Implement changes to their cash management system in the ordinary course of business, including opening new or closing existing bank accounts;
- iii. Continue to perform under and honor intercompany transactions in the ordinary course of business, in their business judgment and at their sole discretion;
- iv. Provide administrative expense priority for postpetition intercompany claims; and
- v. Extend the time to comply with section 345(b) of the Bankruptcy Code by forty-five (45) days (or such later time as may be agreed to by the U.S.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Lombardo Declaration.

Trustee (as defined herein) or as approved by the Court) or seek a waiver thereof.

7. The Debtors further request that the Court authorize the financial institutions at which the Debtors maintain various bank accounts to (i) continue to maintain, service, and administer the Debtors' bank accounts; (ii) debit the bank accounts in the ordinary course of business on account of (a) electronic transfers (including wire transfers, book transfers, and automated clearinghouse ("ACH") transfers) or checks drawn on the bank accounts, provided that any payments drawn, issued or made prior to the Commencement Date shall not be honored by the Banks absent receipt of direction from the Debtors and entry of a separate order of the Court authorizing such prepetition payment or (b) undisputed service charges owed to the Banks for maintenance of the Debtors' cash management system, if any.

8. A proposed form of order granting the relief requested in this Motion on an interim basis is annexed hereto as **Exhibit A** (the "**Proposed Interim Order**").

### **Overview of the Debtors' Business and Cash Management System**

#### **A. The Debtors' Business**

9. The Debtors' business is comprised of three primary segments.<sup>3</sup> First, the Debtors originate mortgage loans exclusively through Ditech Financial LLC ("**Ditech Financial**"). Almost all of the loans that Ditech Financial originates are mortgage loans eligible for securitization by government-sponsored enterprises, such as Fannie Mae and Freddie Mac,<sup>4</sup>

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<sup>3</sup> A thorough description of the Debtors' mortgage lending and servicing business is discussed in the *Motion of Debtors For Interim and Final Orders (I) Authorizing Debtors To Continue Origination and Servicing of Forward Mortgage Loans In Ordinary Course and Granting Related Relief, (II) Modifying Automatic Stay on a Limited Basis To Facilitate Debtors' Ongoing Operations, and (III) Scheduling a Final Hearing* (the "**Ditech OCB Motion**") and the *Motion of Debtors For Interim and Final Orders (I) Authorizing Debtors To Continue Honoring Reverse Issuer and Servicing Obligations In the Ordinary Course and Granting Related Relief, (II) Modifying Automatic Stay On a Limited Basis To Facilitate Debtors' Ongoing Operations, and (III) Scheduling a Final Hearing* (the "**RMS OCB Motion**"), both filed contemporaneously herewith.

<sup>4</sup> As used herein, "Fannie Mae" means the Federal National Mortgage Association, and "Freddie Mac" means the Federal Home Loan Mortgage Corporation. Fannie Mae and Freddie Mac are government-sponsored

or eligible for guarantees by government agencies, such as Ginnie Mae.<sup>5</sup> Ditech Financial sells substantially all of the mortgage loans it originates into Fannie Mae- and Freddie Mac-sponsored securitizations or into mortgage pools insured by Ginnie Mae. During the year ended December 31, 2018, Ditech Financial sold mortgage loans of \$12.4 billion in unpaid principal balance (“**UPB**”), consisting of approximately (i) \$5.4 billion of Fannie Mae and Freddie Mac conventional conforming loans, (ii) \$7 billion of Ginnie Mae loans, and (iii) \$28.3 million of jumbo and other loans.

10. Second, Ditech Financial performs loan servicing for mortgage loans that fall into two categories: (i) mortgage loans for which Ditech Financial owns the mortgage service rights (“**MSRs**”) and (ii) mortgage loans for which Ditech Financial performs subservicing for third party owners of MSRs. With respect to mortgage loans for which Ditech Financial owns the MSRs, Ditech Financial performs mortgage servicing primarily in accordance with Fannie Mae, Freddie Mac, and Ginnie Mae servicing guidelines, as applicable. Ditech Financial typically originates the mortgage loans associated with such MSRs and sells them into securitization trusts owned by Fannie Mae or Freddie Mac (on a servicing-retained basis) or into mortgage pools insured by Ginnie Mae. For the year ended December 31, 2018, Ditech Financial serviced approximately 1.4 million loans with a UPB of \$168.8 billion, of which approximately 724,000 loans with a UPB of \$103.4 billion are subserviced by Ditech Financial.

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enterprises chartered by Congress that buy and securitize mortgage loans originated by mortgage lenders, thereby enabling such lenders quick access to liquidity fueled by market demand for residential mortgage backed securities (“**RMBS**”).

<sup>5</sup> As used herein, “Ginnie Mae” means the Government National Mortgage Association. Ginnie Mae is a federal corporation within the U.S. Department of Housing and Urban Development (“**HUD**”), a federal agency, that guarantees investors the timely payment of principal and interest on RMBS backed by federally insured or guaranteed loans (*e.g.*, loans insured by the Federal Housing Administration (the “**FHA**”), guaranteed by the Department of Veterans Affairs, or guaranteed by the Department of Agriculture).

11. Third, Reverse Mortgage Solutions, Inc. (“**RMS**”), an indirect wholly owned subsidiary of DHC, primarily focuses on servicing and subservicing reverse mortgage loans, the majority of which are home equity conversion mortgages (“**HECMs**”) insured by the FHA. A HECM is a type of loan that allows homeowners aged 62 or older to borrow money against the equity value of their homes. Unlike traditional home equity loans, HECMs are non-recourse loans without a fixed term—instead, the loan balances increase over time as interest and other fees (such as servicing-related advances) are added to the loan principal. RMS also provides management and disposition services in connection with real estate owned property (“**REO Property**”) through paying applicable taxes, insurance, homeowner’s association fees, and property maintenance expenses. As of December 31, 2018, RMS serviced or subserviced approximately 88,000 loans with a total UPB of approximately \$17.1 billion, of which approximately 35,000 loans with a UPB of \$7.4 billion are subserviced by RMS.

**B. The Debtors’ Cash Management System**

12. As described in the Lombardo Declaration, in the ordinary course of business, the Debtors utilize an integrated, centralized cash management system to collect, concentrate, and disburse funds generated by their operations (the “**Cash Management System**”). The Cash Management System is similar to cash management systems used by other large mortgage lending and servicing businesses. The Cash Management System enables the Debtors to operate each segment of the Company’s business efficiently and provides a seamless accounting function across all entities in a single location, reducing banking expenses, permitting prompt and accurate liquidity tracking, and allowing accurate intercompany allocations and transfers. It is critical that the Cash Management System remain intact during these chapter 11

cases to ensure the seamless and uninterrupted operation of the Company's loan origination and servicing platforms.

13. The Cash Management System is comprised of 1,196 bank accounts (collectively, the "**Bank Accounts**") maintained at various financial institutions (the "**Banks**"),<sup>6</sup> of which (i) 24 are operating accounts, (ii) 1,171 are custodial accounts maintained in the name of a Debtor whereby such Debtor merely holds the account (and the funds in it) in trust or as custodian for a third party, and (iii) 1 account that holds restricted cash<sup>7</sup> (such as principal and interest payments that serve as collateral for the Warehouse Lenders (as defined herein)). The majority of the Bank Accounts are in the name of Ditech Financial and RMS. 1,194 of the Bank Accounts are located at Banks designated as authorized depositories by the Office of the United States Trustee for Region 2 (the "**U.S. Trustee**") pursuant to the U.S. Trustee's Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees (the "**UST Guidelines**"), with the remaining 2 Bank Accounts located at EverBank, which is not designated as an authorized depository under the UST Guidelines.

14. The Cash Management System is an ordinary course, customary, and essential business system which allows for the flow of cash between Bank Accounts and between Company affiliates as required or needed, in accordance with the Company's cash management practices. Most of the Company's obligations are paid by Ditech Financial from the Ditech Servicing Account (as defined herein). When Ditech Financial makes disbursements on behalf

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<sup>6</sup> The Debtors' Banks include: Bank of America, N.A. ("**Bank of America**"), Bank of New York Mellon Corporation ("**BNY Mellon**"), Citibank, N.A. ("**Citibank**"), EverBank, N.A. ("**Everbank**"), Texas Capital Bank, N.A. ("**Texas Capital Bank**"), U.S. Bank, N.A. ("**U.S. Bank**"), and Wells Fargo Bank, N.A. ("**Wells Fargo**").

<sup>7</sup> Ditech Financial maintains the restricted account at U.S. Bank. Such account holds principal and interest payments that are remitted from a borrower to Ditech Financial before the underlying loan that Ditech Financial originated has been sold. Once the underlying loan is sold by Ditech Financial, such principal and interest payments are transferred to the Ditech Origination Account (as defined herein).

of its affiliates, such disbursements are tracked electronically in the Company's accounting system and are concurrently recorded on the applicable entity's balance sheet and income statement. The accounting system requires that all general ledger entries be balanced at the legal entity level, and therefore, when the accounting system enters an intercompany receivable on an entity's balance sheet, it also automatically creates a corresponding intercompany payable on the applicable affiliate's balance sheet.

15. The Debtors receive and collect cash, wires, and pre-authorized drafts through various entry points in the Cash Management System, including lockboxes (where they receive borrower payments), custodial accounts (where they receive borrower payments, advances, and reimbursement funds from Fannie Mae, Freddie Mac, Ginnie Mae, and HUD), and clearing accounts (where they receive payments and sale proceeds from servicers and buyers). The Debtors primarily receive operating cash through the collection of fees and other amounts related to servicing mortgage loans on behalf of third parties and from the sale of originated loans.

16. For cash balances held in certain of the Debtors' Bank Accounts, the Debtors receive advantageous "earnings credit rates" on their cash balances that allow them to partially offset bank service charges. To the extent the "earnings credit rates" are in excess of the bank service charges, the excess cash yield is credited to the Debtors' main operating accounts. The Debtors receive earnings credits from Citibank and Wells Fargo, which each pay a spread to one-month LIBOR for earnings credits.

17. The four explanatory diagrams annexed hereto as **Exhibit C** depict the typical flow of funds through the Cash Management System (the "**Diagrams**").<sup>8</sup> The Diagrams

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<sup>8</sup> Citation to the Diagrams and accompanying notes will be in the form of "Diagram \_\_, #\_\_".



do not set out each and every Bank Account but instead provide a representative depiction of the Cash Management System related to (i) cash movement at DHC (Diagram A), (ii) Ditech Financial's mortgage loan origination obligations (Diagram B), (iii) Ditech Financial's mortgage loan servicing obligations (Diagram C), and (iv) RMS's reverse mortgage loan servicing obligations (Diagram D).

**a. Overview of the Company's Bank Accounts**

18. Main Operating Accounts. DHC, Ditech Financial, and RMS each maintain operating accounts that are linked to one another and serve as the ultimate collection points for funds moving through the Company.

- i. DHC maintains an operating account (the "**DHC Operating Account**") (Diagram A, #1) at Citibank that receives funds from the Ditech Servicing Account and the RMS Operating Account (each as defined herein) as needed to remit necessary payments, such as principal and interest payments on DHC's funded indebtedness. The DHC Operating Account holds a relatively small balance at any given time. In order to satisfy minimum deposit requirements and avoid the incurrence of bank fees, Ditech Financial transfers funds from the Ditech Servicing Account to the RMS Operating Account as necessary through the DHC Operating Account and vice versa.
- ii. Ditech Financial maintains an operating account in connection with its origination activities at Citibank (the "**Ditech Origination Account**") (Diagram B, #1). In order to fund its portion of the mortgage loan purchase price when originating mortgage loans, Ditech Financial transfers funds from the Ditech Origination Account into the Haircut Account (as defined herein) (Diagram B, #2). The Ditech Origination Account is also used to (i) collect collateral from and post collateral to various counterparties in connection with Ditech Financial's margin agreements, (ii) pay fees and interest to the Warehouse Lenders (as defined herein), and (iii) pay miscellaneous fees and expenses on a daily basis.
- iii. Ditech Financial also maintains an operating account at Citibank (the "**Ditech Servicing Account**") (Diagram C, #1) in connection with its servicing obligations and the payment of the Company's general corporate

expenses.<sup>9</sup> As described herein, the Ditech Servicing Account receives, on a daily basis, servicing advances, reimbursement funds from Fannie Mae, Freddie Mac, and Ginnie Mae, and borrower payments of principal, interest, taxes, and insurance relating to mortgage loans.

- iv. RMS maintains an operating account at Wells Fargo (the “**RMS Operating Account**”) (Diagram D, #1) in connection with its servicing obligations. As described herein, the RMS Operating Account receives proceeds from HUD and advances from investors and certain warehouse lenders on a daily basis. RMS also maintains an operating account at Texas Capital Bank primarily to obtain cashier’s checks in connection with its servicing activities.

19. Restricted Cash Accounts. The restricted cash and cash equivalents in these accounts include cash and cash equivalents that are legally restricted as to use or withdrawal. Restricted cash primarily includes (i) principal and interest payments collected by the Debtors in their capacity as a servicer on behalf of third-party credit owners and unconsolidated securitization trusts that have not yet been remitted to the credit owners or such trusts; (ii) principal and interest payments collected by consolidated securitization trusts that have not yet been remitted to the holders of RMBS; and (iii) amounts pledged as collateral for the Advance Facilities (as defined herein). Restricted cash equivalents include investments in money market mutual funds. On any given day, the total restricted cash on the Debtors’ financial statements can aggregate approximately \$65 million.

20. Servicing Advance Accounts. In connection with Ditech Financial’s servicing obligations, Ditech Financial receives funds for the Servicing Advances (as defined herein) from two operating accounts maintained by Ditech Agency Advance Depositor LLC (“**DAAD**”) at Citibank (Diagram C, #2) and Ditech PLS Advance Depositor LLC (“**DPAD**”) at

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<sup>9</sup> The majority of the Company’s general corporate expenses are paid by Ditech Financial from various zero balance accounts maintained at Citibank that automatically withdraw the requisite funds from the Ditech Servicing Account. Such expenses include payments on account of (i) payroll and payroll taxes, (ii) services provided by the Company’s vendors, and (iii) premiums and deductibles in connection with the Company’s insurance policies.

Citibank (Diagram C, #2). Ditech Financial concentrates collections from these two operating accounts in the Ditech Servicing Account (Diagram C, #1).

21. Custodial Accounts. In connection with Ditech Financial and RMS's servicing activities, Ditech Financial and RMS hold borrower payments that are due to various third parties such as securitization trusts, taxing authorities, and insurance companies. Such funds do not represent assets or liabilities of the Company and are maintained in custodial accounts that are segregated from the Company's other Bank Accounts.

**b. DHC's Bank Accounts**

22. The DHC Operating Account (Diagram A, #1) typically maintains a small balance as Ditech Financial and RMS only transfer funds to the DHC Operating Account on an as-needed basis for payments on account of (i) quarterly fees due under the Prepetition Credit Agreement, (ii) principal and interest payments due under the Prepetition Credit Agreement and the Prepetition Second Lien Notes Indenture, and (iii) audit, legal, and advisory services provided to DHC from third-party professionals. Moreover, payments on account of federal and state tax refunds are deposited directly into the DHC Operating Account.

**c. Ditech Financial's Bank Accounts In Connection With Its Origination Practices<sup>10</sup>**

23. Ditech Financial originates and purchases<sup>11</sup> a range of mortgage loans that are eligible for either (i) securitization by government-sponsored enterprises, such as Fannie Mae and Freddie Mac or (ii) guarantees by government agencies, such as Ginnie Mae (such loans,

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<sup>10</sup> All references to "mortgage loan" or "loan" in this subsection are to "forward" mortgage loans, which are mortgage loans that generally accrue interest and amortize over time.

<sup>11</sup> A thorough description of Ditech Financial's origination activities is discussed in the Ditech OCB Motion, filed contemporaneously herewith.

collectively, the “**GA Loans**”).<sup>12</sup> Ditech Financial funds its origination of mortgage loans with cash on its balance sheet as well as cash borrowed under a shared master repurchase agreement with its warehouse lenders, Credit Suisse AG (“**Credit Suisse**”) and Barclays Bank PLC (“**Barclays**” and together with Credit Suisse, the “**Warehouse Lenders**”).<sup>13</sup> Pursuant to the master repurchase agreement, the Warehouse Lenders have committed to advance funds up to a contractual advance rate (the “**Advance Rate**”) that is equal to a specified percentage of the principal balance of the mortgage loan originated by Ditech Financial. The difference between the amount funded by the Warehouse Lenders and the amount required to originate the loans (referred to in the industry as the “haircut”) is funded by Ditech Financial with cash that is transferred from the Ditech Origination Account (Diagram B, #1) to an account maintained by Ditech Financial at Wells Fargo (the “**Haircut Account**”) (Diagram B, #2). The Warehouse Lenders wire their portion of the mortgage loan principal amount to Wells Fargo, which acts as disbursement agent. Upon receiving funds from the Warehouse Lenders, Wells Fargo withdraws the requisite cash from the Haircut Account to fund the remaining mortgage loan principal amount.

24. Once Ditech Financial sells the loans it originates to third-party purchasers (e.g., bulk sales to Fannie Mae and Freddie Mac or through the Fannie Mae cash window), such purchasers transfer the purchase price to Deutsche Bank National Trust Company (“**Deutsche Bank**”) for all sales other than sales through the Fannie Mae cash window. Deutsche Bank acts as paying agent pursuant to the Joint Account Control Agreement and the Joint Securities

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<sup>12</sup> Non-government loans differ from GA Loans and are generally loans that (i) could not have been sold to Fannie Mae and Freddie Mac or placed in a Ginnie Mae guaranteed security, (ii) were subject to certain repurchase or buyout obligations, or (iii) were otherwise sold to private investors in “private label” securitization transactions (collectively, the “**Non-Government Loans**”).

<sup>13</sup> Ditech Financial is obligated to pay interest and fees in connection with the funds it borrows under the master repurchase agreements and remits these amounts directly to the Warehouse Lenders from the Ditech Origination Account (Diagram B, #1).

Account Control Agreement, both dated as of April 24, 2013 (collectively and as amended, the “**JACA Agreements**”) among Deutsche Bank, Ditech Financial, and the Warehouse Lenders. Deutsche Bank then allocates the purchase price to the Warehouse Lenders in accordance with the terms of the JACA Agreements. With respect to Fannie Mae cash window sales, Fannie Mae transfers the purchase price directly to the Warehouse Lenders. The Warehouse Lenders retain the amount of sale proceeds necessary to repay themselves for the funds they initially advanced to Ditech Financial under the master repurchase agreements and distribute the remaining sale proceeds (if any) to Ditech Financial.

25. As described in the Ditech OCB Motion, Ditech Financial utilizes various derivative instruments to hedge the risks associated with interest rate fluctuations and other market fluctuations that affect the value of its loan portfolio. Because borrowers typically lock interest rates at the time they enter into mortgage commitments with Ditech Financial or its correspondent, Ditech Financial is exposed to interest rate fluctuations between the commitment date and the closing of the loan. Ditech Financial also faces interest rate exposure on mortgage loans pledged under the master repurchase agreement with the Warehouse Lenders that are waiting to be securitized or sold. Any collateral posted by Ditech Financial in connection with the aforementioned derivative instruments is withdrawn from the Ditech Origination Account (Diagram B, #1).

**d. Ditech Financial’s Bank Accounts In Connection With Its Servicing Practices<sup>14</sup>**

26. Ditech Financial is qualified to both service and subservice GA Loans<sup>15</sup> and Non-Government Loans under the terms and conditions of servicing agreements, pooling

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<sup>14</sup> All references to “mortgage loan” or “loan” in this subsection are to “forward” mortgage loans, which are mortgage loans that generally accrue interest and amortize over time.

agreements, mortgage loan sale agreements, subservicing agreements, servicing guides, and related documents (collectively, the “**Ditech Servicing Agreements**”).<sup>16</sup> Regardless of whether Ditech Financial acts as primary servicer or as subservicer, Ditech Financial’s responsibilities with respect to the underlying mortgage loans are substantially similar and include (i) collecting and remitting mortgage loan payments from borrowers to third parties, (ii) responding to borrower inquiries, (iii) accounting for the payments of principal, interest, property taxes, and insurance premiums and making advances with respect thereto, and (iv) supervising foreclosures and property dispositions (collectively, the “**Servicing Functions**”). In exchange for performing the Servicing Functions, Ditech Financial earns loan servicing fees that are either (i) equal to a specified percentage of the UPB of the loans being serviced or (ii) with respect to subservicing, equal to a contractually specified amount per loan. In addition, Ditech Financial earns late payment fees, speed-pay fees, modification fees, loss mitigation incentive fees, or other similar fees (collectively, the “**Ditech Servicing Fees**”). The Ditech Servicing Fees are collected from either (i) loan payments made by borrowers on a daily basis, (ii) direct payments from investors or securitization trusts on a periodic basis, or (iii) payments for a subservicing relationship from the owner of the servicing rights.

27. Ditech Financial generally deposits loan payments made by borrowers into a lockbox maintained at BNY Mellon (Diagram C, #3).<sup>17</sup> Once the borrower payments are collected in the lockbox, certain of the funds are transferred to a clearing account maintained by Ditech Financial at Citibank for the GA Loans (Diagram C, #4) and certain of the funds are

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<sup>15</sup> With respect to Ginnie Mae loans, Ditech Financial is qualified to service such loans, however, it is not qualified to subservice such loans.

<sup>16</sup> A thorough description of Ditech Financial’s servicing activities is discussed in the Ditech OCB Motion, filed contemporaneously herewith.

<sup>17</sup> If borrowers submit payments to satisfy the outstanding principal balance of their mortgage loans, Ditech Financial transfers such payments into a custodial account it maintains at Citibank.

transferred to the Ditech Servicing Account for the Non-Government Loans (Diagram C, #1). Borrower payments are then transferred from either the clearing account or the Ditech Servicing Account into a series of custodial accounts (the “**P&I Custodial Accounts**”) established for principal and interest payments, as well as custodial accounts (the “**T&I Custodial Accounts**,” together with the P&I Custodial Accounts, the “**Custodial Accounts**”) established for taxes, assessments, property maintenance fees, and insurance in connection with the underlying property.

28. To the extent funds in the Custodial Accounts are insufficient, Ditech Financial is required to remit advances (collectively, the “**Servicing Advances**”) to (i) the applicable securitization trusts and/or securitized mortgage pools in order to cover delinquent principal and interest payments on the underlying loans and (ii) taxing authorities and insurance companies to cover delinquent taxes and insurance premiums in connection with the mortgaged property. Ditech Financial is reimbursed for the Servicing Advances on a priority basis from amounts paid by borrowers (once the borrowers remit the required mortgage payments), the proceeds of insurance policies, or the liquidation of the underlying loans. Ditech Financial also submits claims for reimbursement of Servicing Advances to Fannie Mae, Freddie Mac, Ginnie Mae, subservicing clients, and private investors (collectively, the “**Advance Receivables**”).

29. In light of the substantial amounts that Ditech Financial remits on account of the Servicing Advances and the protracted timeline for the receipt of reimbursements, Ditech Financial has financed many of its Advance Receivables in order to access the liquidity necessary to continue to meet such obligations. Ditech Financial finances the Advance Receivables through two facilities provided by the Warehouse Lenders (collectively, the “**Advance Facilities**”). Ditech Agency Advance Trust, a non-debtor wholly owned subsidiary of

Ditech Financial, is party to a facility that provides financing for Servicing Advances remitted in connection with GA Loans. Ditech PLS Advance Trust II, a non-debtor wholly owned subsidiary of Ditech Financial, is party to a facility that provides financing for Servicing Advances remitted in connection with Non-Government Loans sold to private investors in “private label” securitization transactions.<sup>18</sup> Upon receiving a request from Ditech Financial, the Warehouse Lenders remit the requisite funds necessary to fund the Servicing Advances into accounts maintained by DAAD and DPAD at Wells Fargo (Diagram C, #2). Ditech Financial then initiates an intercompany funds transfer so that such funds are transferred into the Ditech Servicing Account (Diagram C, #1).

30. Ditech Financial repays the amounts borrowed under the Advance Facilities when Ditech Financial (i) ultimately receives mortgage payments from delinquent borrowers or (ii) is reimbursed by Fannie Mae, Freddie Mac, and Ginnie Mae (the “**Reimbursement Funds**”). Upon receiving mortgage payments from borrowers in the lockbox, such funds are transferred to the Ditech Servicing Account (Diagram C, #1) and subsequently disbursed to the Warehouse Lenders for amounts owed under the Advance Facilities. The Reimbursement Funds, on the other hand, are deposited by Fannie Mae, Freddie Mac, and Ginnie Mae into three custodial accounts maintained by Ditech Financial at Citibank (Diagram C, #4) and U.S. Bank (Diagram C, #5) before such funds are transferred to the Ditech Servicing Account. In some cases, Fannie Mae deposits the Reimbursement Funds directly into the Ditech Servicing Account. Once the Reimbursement Funds are deposited into the Ditech Servicing Account, Ditech Financial disburses the funds to reimburse the Warehouse Lenders for amounts owed under the Advance Facilities.

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<sup>18</sup> On February 9, 2018, Ditech Financial entered into receivables sale agreements to contribute the Advance Receivables to DAAD and DPAD, which subsequently transferred such rights to Ditech Agency Advance Trust and Ditech PLS Advance Trust II, respectively.



31. Ditech Financial's timely performance of the Servicing Functions is essential to prevent material economic damage to all parties with an interest in the securitization trusts and private investors. In addition, Ditech Financial's continued performance under the Ditech Servicing Agreements is necessary not only to maintain the value of Ditech Financial's MSRs, but also to preserve the valuable servicing relationship with Ditech Financial's counterparties. Ditech Financial would be unable to perform the Servicing Functions if it were unable to utilize the Cash Management System in the ordinary course, therefore, continued performance of the Cash Management System is vital to preserving the value of Ditech Financial's servicing business.

32. The Debtors request that the Court authorize and direct the Banks to process and pay all prepetition checks, drafts, and transfers relating to funds in the Custodial Accounts, and to rely upon the Debtors' designation of the Custodial Accounts, all without any duty or further inquiry on the part of the Banks. Authorizing and directing the Banks to process, honor, and pay all prepetition checks and other forms of transfer from the Custodial Accounts will not prejudice creditors or other parties in interest. Additionally, the Banks should be authorized and directed to honor any and all prepetition checks or other transfers related to the Debtors' servicing operations in the ordinary course, including processing and debiting deposits that are returned by the Banks.

**e. RMS's Bank Accounts In Connection With Its Servicing Practices**<sup>19</sup>

33. RMS is qualified to both service and subservice FHA-insured HECMs on behalf of Ginnie Mae-guaranteed securitization trusts,<sup>20</sup> Fannie Mae, and private securitization

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<sup>19</sup> A thorough description of RMS's servicing activities is discussed in the RMS OCB Motion, filed contemporaneously herewith.

<sup>20</sup> Principal balances related to HECMs are pooled into HECM mortgage-backed securities known as a "HMBS," which are guaranteed by Ginnie Mae.

trusts under the terms and conditions of various servicing agreements, pooling agreements, mortgage loan sale and servicing agreements, subservicing agreements, servicing guides, and related documents (collectively, the **“RMS Servicing Agreements”**).<sup>21</sup> Regardless of whether RMS acts as primary servicer or as subservicer, RMS’s responsibilities with respect to the underlying mortgage loans are substantially similar and include (i) funding credit drawdowns by borrowers in a timely manner, (ii) funding advances such as taxes and home insurance premiums (the **“T&I Advances”**), (iii) managing properties underlying the HECMs, (iv) supervising foreclosures and property dispositions, and (v) filing claims with HUD. In exchange for performing the aforementioned services, RMS receives either (i) a fee equal to a specified percentage of the UPB of the loans being serviced or (ii) a flat fee (collectively, the **“RMS Servicing Fees”**). With respect to loans in Ginnie Mae securitizations, the RMS Servicing Fees are typically securitized on a monthly basis and disbursed to RMS when a claim is filed with HUD. With respect to loans owned by Fannie Mae and loans in private securitizations, Fannie Mae and investors typically remit the RMS Servicing Fees directly to RMS on a periodic basis.

34. When borrowers draw on loans in Ginnie Mae securitizations, loans owned by Fannie Mae, or loans in private securitizations, RMS transfers the requisite funds from the RMS Operating Account (Diagram D, #1) to two custodial accounts maintained by RMS at Wells Fargo (Diagram D, #2). The funds are then transferred to the borrowers. With respect to amounts drawn on loans in Ginnie Mae securitizations, RMS securitizes the drawn amount on active loans and delivers the security to BNY Mellon for settlement with the purchasers of the security. BNY Mellon then transfers the purchase price into an account maintained by RMS at Wells Fargo (Diagram D, #3) before such funds are ultimately deposited into the RMS Operating

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<sup>21</sup> All references to “mortgage loan” or “loan” in this subsection are to HECMs.

Account (Diagram D, #1). With respect to amounts drawn on loans owned by Fannie Mae and loans in private securitizations, Fannie Mae and investors reimburse RMS directly for the drawn amounts by remitting funds into a custodial account maintained by RMS at Wells Fargo (Diagram D, #4) before such funds are ultimately deposited into the RMS Operating Account (Diagram D, #1).<sup>22</sup>

35. RMS assumes various obligations in connection with the HMBS it issues, including the obligation to repurchase loans from Ginnie Mae securitizations when a loan reaches 98% of the maximum HUD claim amount (“**MCA**”), which is the appraised value of the underlying property at origination. RMS utilizes financing obtained through two facilities provided by the Warehouse Lenders pursuant to master repurchase agreements (collectively, the “**RMS Warehouse Facilities**”). The Warehouse Lenders advance the repurchase price of the loans (the “**Warehouse Advances**”) following receipt of a request from RMS and a trust receipt from Deutsche Bank. The Warehouse Lenders deposit the Warehouse Advances into an account maintained by RMS at Wells Fargo (Diagram D, #3), which are subsequently transferred to the RMS Operating Account (Diagram D, #1) and used to repurchase loans from Ginnie Mae securitizations.

36. Upon repurchasing performing loans (*i.e.*, loans that are not in default), RMS files a claim with HUD to assign such loans to HUD. If HUD approves RMS’s claim, HUD will remit funds (the “**HUD Claims**”) into a custodial account maintained by RMS at Wells Fargo (Diagram D, #5). HUD Claims related to loans on the RMS Warehouse Facilities are first transferred into a custodial account for each Warehouse Lender and are subsequently

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<sup>22</sup> On a periodic basis, investors deposit the RMS Servicing Fees and mortgage insurance premiums due to HUD in the same manner.

transferred into the loan settlement account (Diagram D, #3) before they are ultimately remitted to the Warehouse Lenders to repay the Warehouse Advances.<sup>23</sup>

37. Non-performing loans generally enter foreclosure proceedings, at the conclusion of which the REO Property will be liquidated by REO Management Solutions, LLC (“**REO Management**”),<sup>24</sup> a wholly owned subsidiary of RMS. The sale proceeds are deposited into a custodial account maintained by REO Management at Wells Fargo (Diagram D, #6). REO Management will then transfer such funds (i) to RMS for distribution to subservicing clients (or directly to RMS if RMS owns the loans) or (ii) directly to investors. Where applicable, REO Management will deduct its fees from the sale proceeds following the liquidation of the REO Property. If RMS sells the underlying property for an amount that is lower than the total amount owed on the loan, HUD typically reimburses RMS for the difference upon receiving a filed claim from RMS and completing a diligence process.<sup>25</sup>

### **C. Intercompany Transactions and Claims**

38. As described in the Lombardo Declaration, the business and financial affairs of the Debtors are complex. Because not all Debtors generate revenue, the Debtors collect and move funds through various Bank Accounts to ensure the continued operation of each Debtor. In order to manage the movement of funds in the ordinary course of business, the Debtors engage in a variety of intercompany transactions (the “**Intercompany Transactions**”) among other Debtor entities and non-debtor affiliates that give rise to intercompany receivables

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<sup>23</sup> RMS is generally required to repay the Warehouse Lenders two (2) days following receipt of a HUD claim or REO liquidation proceeds.

<sup>24</sup> REO Management disburses property preservation funds, taxes, and insurance in connection with its management of REO Property on a daily basis.

<sup>25</sup> RMS also acts as REO manager for HECMs guaranteed by Fannie Mae and held in the Mortgage Equity Conversion Asset Trust 2011-1 (the “**MECA**”) and is responsible for, among other things, disposition of the related REO properties and remitting the sale proceeds to the servicer under the MECA.

and payables (collectively, the “**Intercompany Claims**”). The Debtors maintain records of all Intercompany Transactions (including those with non-debtor affiliates) and can ascertain, trace, and account for all Intercompany Claims. The Intercompany Transactions are ordinary course transactions that are integral to the Company’s business and the function of the Cash Management System. In order to preserve the value of the Debtors’ estates and ensure that the Company’s business is not interrupted by these chapter 11 cases, the Debtors seek authorization to continue to engage in the Intercompany Transactions in the ordinary course and consistent with past practice.

39. The primary Intercompany Transactions giving rise to Intercompany Claims are listed below:

- i. DHC Intercompany Transactions. Various Banks require the Debtors to maintain minimum balances in the Bank Accounts to avoid the incurrence of bank fees. In order to satisfy this requirement, DHC transfers funds from the DHC Operating Account to and from the Ditech Origination Account, the Ditech Servicing Account, and the RMS Operating Account on a daily basis.
- ii. Expense Allocations. In the ordinary course of business, the Debtors incur centrally-billed expenses, including workers’ compensation obligations, payroll and benefit costs, general corporate expenses, and information technology costs. Ditech Financial typically satisfies such obligations, thereby creating Intercompany Claims against the entity on whose behalf the payment was made.
- iii. Ditech Servicing Advances. In order to carry out the Servicing Functions, Ditech Financial initiates intercompany transfers for funds from the Advance Facilities. Upon receiving a request from Ditech Financial, the Warehouse Lenders remit the requisite funds necessary to fund the Advance Receivables into accounts maintained by DAAD and DPAD at Wells Fargo, both of which are non-debtor wholly owned subsidiaries of Ditech Financial. The funds are then transferred into the Ditech Servicing Account.

40. Intercompany Claims are not required to be and typically are not settled by actual transfers of cash among the Debtors. The Debtors track all Intercompany Transactions

electronically in their accounting system, which transactions are recorded concurrently on the applicable entity's balance sheet and income statement. The accounting system requires that all general-ledger entries be balanced at the legal-entity level, therefore, when the accounting system enters an intercompany receivable on an entity's balance sheet, it also automatically creates a corresponding intercompany payable on the applicable affiliate's balance sheet. The Debtors maintain records of all transactions processed through the Cash Management System and are able to identify, trace, and account for all Intercompany Transactions. On a monthly basis, as part of the monthly close cycle, the Debtors' accounting department prepares "Intercompany Account Reconciliations" demonstrating the various line items that make up the amounts owed between various Debtor entities. In order to continue operating with minimal disruptions, the Debtors seek approval to continue to engage in Intercompany Transactions during these chapter 11 cases.

**D. Bank Fees**

41. In the ordinary course of business, the Debtors incur and pay, honor, or allow to be deducted from the Bank Accounts certain service charges and other fees, costs, and expenses charged by the Banks (collectively, the "**Bank Fees**"). The Bank Fees average approximately \$500,000 per month and are largely offset by the Debtors' "earnings credit rates." Payment of the Bank Fees is in the best interests of the Debtors and all parties in interest, as it will prevent unnecessary disruption to the Cash Management System and ensure that the receipt of the Debtors' funds is not delayed.

**E. The Debtors' Existing Business Forms**

42. In the ordinary course of business, the Debtors use a variety of correspondence and business forms, including, but not limited to, checks, invoices, and letterhead (collectively, the "**Business Forms**"). To minimize expenses, the Debtors seek

authorization to continue using all Business Forms substantially in the forms used immediately prior to the Commencement Date, without reference to the Debtors' status as debtors in possession; provided that in the event that the Debtors generate new Business Forms during the pendency of these cases other than from their existing stock, such Business Forms will include a legend referring to the Debtors as "Debtors-In-Possession." To the extent practicable, the Debtors also will laser print such legend on any Business Forms electronically generated during these cases.

### **Relief Requested Should Be Granted**

#### **A. Continuing Cash Management System Is in the Best Interests of Debtors, Their Creditors, and All Other Parties in Interest**

43. The Cash Management System constitutes an ordinary course and essential business practice of the Debtors. The Cash Management System provides significant benefits to the Debtors, including the ability to (i) control corporate funds, (ii) ensure the maximum availability of funds when and where necessary, (iii) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account information, and (iv) allow the Company to operate at maximum efficiency.

44. To assure a smooth and orderly transition into chapter 11 and maximize value, it is essential that the Cash Management System continue to function during the pendency of these chapter 11 cases in the same manner as it functioned prepetition. As a practical matter, because of the Debtors' corporate and financial structure, it would be extremely difficult and expensive to establish and maintain a separate cash management system for each Debtor. Requiring the Debtors to adopt and implement a new cash management system at this early and critical stage of their cases would be extraordinarily disruptive and harmful to their operations. Any such disruption would have a severe and adverse impact upon the Debtors' estates and

value. Therefore, maintaining the existing Cash Management System is in the best interest of all parties in interest.

45. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” The purpose of section 363(c)(1) is to provide a debtor in possession with the flexibility to engage in the ordinary transactions required to operate its business without unneeded oversight by its creditors or the bankruptcy court. *Med. Malpractice Ins. Ass’n v. Hirsch (In re Lavigne)*, 114 F.3d 379, 384 (2d Cir. 1997); *Chaney v. Official Comm. of Unsecured Creditors of Crystal Apparel, Inc. (In re Crystal Apparel, Inc.)*, 207 B.R. 406, 409 (S.D.N.Y. 1997). Included within the purview of section 363(c) is a debtor’s ability to continue the “routine transactions” necessitated by a debtor’s cash management system. *Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996). Accordingly, the Debtors seek authority under section 363(c)(1) of the Bankruptcy Code to continue the collection, concentration, and disbursement of cash pursuant to their Cash Management System.

46. Even if continuation of the Cash Management System and other relief requested herein is outside of the ordinary course, the Court may approve it pursuant to section 363(b) of the Bankruptcy Code. Section 363(b) of the Bankruptcy Code provides, in relevant part, that “[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Under section 363 of the Bankruptcy Code, a court may authorize a debtor to pay certain prepetition claims if a sound business purpose exists for doing so. *See In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (finding that there must be a sound business justification to justify



payment of prepetition wages); *Armstrong World Indus., Inc. v. James A. Phillips, Inc. (In re James A. Phillips, Inc.)*, 29 B.R. 391, 397 (S.D.N.Y. 1983) (relying on section 363 of the Bankruptcy Code to allow contractor to pay prepetition claims of suppliers). The business judgment rule is satisfied where “the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.” *See, e.g., Official Comm. of Subordinated Bondholders v. Integrated Res., Inc. (In re Integrated Res., Inc.)*, 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)), *appeal dismissed*, 3 F.3d 49 (2d Cir. 1993). Moreover, if “the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted). Courts in this District consistently have declined to interfere with corporate decisions absent a showing a bad faith, self-interest, or gross negligence, and have upheld a board’s decisions as long as such decisions are attributable to any “rational business purpose.” *Integrated*, 147 B.R. at 656 (quoting *CRTF Corp. v. Federated Dep’t Stores*, 683 F. Supp. 422, 436 (S.D.N.Y. 1988)).

47. The Court may also rely on its general equitable powers to grant the relief requested in this Motion. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Continuing the Debtors’ Cash Management System without interruption is vital to the Debtors’ business operations and the success of these chapter 11 cases. Therefore, it is within the Court’s equitable powers under section 105(a) of the Bankruptcy Code to approve the continued use of the Cash Management System.

48. Maintaining the existing Cash Management System is in the best interests of the Debtors' estates and all parties in interest, and, therefore, should be approved. If the Debtors are required to significantly alter the way in which they collect and disburse cash throughout the Cash Management System, their loan origination and servicing operations will experience severe disruptions, which ultimately would frustrate the Debtors' ability to maximize value for their stakeholders.

49. If the Debtors are not permitted to maintain and continue the use of their Bank Accounts and Business Forms, the resulting prejudice will include (i) severe and likely irreparable disruption of the Debtors' business operations and servicing relationships with counterparties, (ii) delay in the administration of the Debtors' estates, and (iii) unnecessary cost to the estates to set up new systems, open new accounts, and order new Business Forms. Accordingly, the Debtors request that they be permitted to maintain and continue to use their existing Bank Accounts and Business Forms to the extent set forth herein.

**B. Granting Administrative Expense Priority to Postpetition Intercompany Claims Is Necessary and Appropriate**

50. The Debtors' funds are aggregated in the Cash Management System. The Debtors track all fund transfers in their accounting system and have the ability to account for all Intercompany Transactions related to cash receipts and disbursements. Ditech Financial and RMS's loan servicing operations are dependent on access to and participation in the Cash Management System, therefore, continuation of the Intercompany Transactions is in the best interests of the Debtors, their estates, and all parties in interest. Precluding the Debtors from honoring the Intercompany Transactions would create an unnecessary administrative and financial burden on the Debtors' estates, which would distract them from the full attention required to administer their chapter 11 cases. To ensure each individual Debtor will not fund, at

the expense of its creditors, the operations of another entity, the Debtors request that, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all Intercompany Claims arising after the Commencement Date be accorded administrative expense priority.

**C. Honoring Certain Prepetition Obligations Related to the Cash Management System Should Be Approved**

51. The Debtors incur Bank Fees in connection with the maintenance of the Cash Management System, which average approximately \$500,000 per month. The Debtors estimate that they owe approximately \$150,000 in Bank Fees as of the Commencement Date. Payment of any prepetition Bank Fees is in the best interests of the Debtors and all parties in interest in these chapter 11 cases, as it will prevent unnecessary disruptions to the Cash Management System and ensure that the Debtors' receipt of funds are not delayed. Further, because the Banks likely have setoff rights for the Bank Fees, payment of prepetition Bank Fees should not alter the rights of unsecured creditors in these chapter 11 cases.

**D. Maintenance of the Debtors' Existing Bank Accounts and Business Forms Is Warranted**

52. The Debtors request that the Court waive the requirements of the UST Guidelines, which require, among other things, the closure of the Debtors' prepetition Bank Accounts, the opening of new bank accounts, and the immediate ordering of new business forms and checks with a legend referencing the Debtors as "Debtors-In-Possession." The Debtors seek an order authorizing the Banks, including, but not limited to those listed on **Exhibit B** annexed hereto, to continue to treat, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession without interruption and in the ordinary course, and to receive, process, and honor and pay all checks, drafts, wires, or ACH transfers issued or initiated by or on behalf of the Debtors (to the extent the Debtors have sufficient funds, whether deposited prior to or after the Commencement Date in the requisite Bank Account or otherwise available to cover and

permit payment thereof) after the Commencement Date; provided that any payments issued or made prior to the Commencement Date will not be honored by the Banks absent direction of the Debtors and an order of the Court authorizing such prepetition payment.

53. The Debtors believe that their chapter 11 cases will be more orderly if they are permitted to maintain all Bank Accounts with the same account numbers during these chapter 11 cases. By preserving business continuity and avoiding the disruption and delay to the Debtors' disbursement obligations, all parties in interest, including employees, government-sponsored enterprises, vendors, and customers, will be best served by the relief requested. In addition, to the extent necessary, the Debtors request authorization to open new bank accounts at their existing Banks or other authorized depositories designated by the U.S. Trustee.

54. To minimize expenses, the Debtors further request that they be authorized to continue to use their Business Forms and checks, substantially in the forms existing immediately before the Commencement Date, without reference to their status as debtors in possession; provided that in the event the Debtors generate new Business Forms and/or checks during the pendency of these cases other than from their existing stock, such Business Forms and checks will include a legend referring to the Debtors as "Debtors-In-Possession." To the extent practicable, the Debtors will work with their systems personnel to determine what computer system changes are required to reflect their status as debtors in possession on electronically generated Business Forms and checks and will implement such changes.

55. By virtue of the nature and scope of the Debtors' business operations, it is important that the Debtors be permitted to continue to use their existing Business Forms without alteration or change, except as requested herein. Indeed, because parties doing business with the Debtors undoubtedly will be aware of the Debtors' status as debtors in possession as a result of

the publicized nature of these cases and the notice of commencement the Debtors are distributing to such parties, changing their Business Forms would be unnecessary and unduly burdensome.

**E. Cause Exists to Extend the Time for Complying with Section 345(b) of the Bankruptcy Code**

56. Section 345(a) of the Bankruptcy Code governs a debtor's cash deposits during a chapter 11 case and authorizes deposits of money as "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) requires the debtor to obtain from the entity with which the money is deposited a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, unless the Court for cause orders otherwise. 11 U.S.C. § 345(b). Alternatively, the debtor may require the entity to deposit governmental securities pursuant to 31 U.S.C. § 9303. Section 9303 provides that when a person is required by law to give a surety bond, that person, in lieu of a surety bond, may instead provide an eligible obligation, designated by the Secretary of the Treasury, as an acceptable substitute for a surety bond. 31 U.S.C. § 9303.

57. Two Bank Accounts are maintained at EverBank, which has not been approved by the U.S. Trustee as an authorized depository under the UST Guidelines. Although EverBank is not an authorized depository, the Debtors believe that EverBank meets the standards of section 345 of the Bankruptcy Code because EverBank is a highly rated and federally chartered bank subject to supervision by federal banking regulators. Accordingly, the Debtors believe that any funds that are deposited with EverBank are secure, and thus, in compliance with section 345 of the Bankruptcy Code. Nevertheless, to the extent that the accounts at EverBank

are not in technical compliance with the requirements of section 345 of the Bankruptcy Code, the Debtors seek to have the time to comply with section 345 extended.

58. If funds in any of the Bank Accounts exceed amounts insured by the Federal Deposit Insurance Corporation, the Debtors propose to engage in discussions with the U.S. Trustee to determine what modifications to the Bank Accounts, if any, are necessary under the circumstances. To enable such discussions, the Debtors request a forty-five day extension (or such additional time to which the U.S. Trustee may agree or as the Court may approve) of the time in which to either comply with section 345(b) of the Bankruptcy Code or to make other arrangements, subject to the Court's approval. *See In re Serv. Merchandise Co., Inc.*, 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999) (noting that one of the factors to consider in determining whether cause exists "for relief from the strictures of § 345(b)" is whether benefits to the debtor outweigh the harm, if any, to the estate).

59. Strict compliance with the requirements of section 345(b) would be inconsistent with section 345(a), which permits a debtor in possession to make such investments of money of the estate "as will yield the maximum reasonable net return on such money." 11 U.S.C. § 345(a). Thus, in 1994, to avoid "needlessly handcuff[ing] larger, more sophisticated debtors," Congress amended section 345(b) to provide that its strict investment requirements may be waived or modified if the Court so orders "for cause." 140 Cong. Rec. H10752-01, 1994 WL 545773 (1994). An analysis of the factors analyzed by courts to determine whether "cause" exists to waive the requirements demonstrates that there is justification to extend the Debtors' time to comply with, or seek a waiver of, section 345(b)'s requirements.

60. Courts consider the "totality of the circumstances" in determining whether "cause" exists, with particular regard to the following factors: (i) the sophistication of the

debtor's business, (ii) the size of the debtor's business operations, (iii) the amount of investments involved, (iv) the reasonableness of the debtor's request for relief from section 345(b) requirements in light of the overall circumstances of the case, (v) bank ratings of the financial institutions where debtor in possession funds are held, (vi) the complexity of the case, (vii) the safeguards in place within the debtor's own business of insuring the safety of the funds, (viii) the debtor's ability to reorganize in the face of a failure of one or more of the financial institutions, (ix) the benefit to the debtor, and (x) the harm, if any, to the estate. *In re Serv. Merch. Co.*, 240 B.R. at 896.

61. "Cause" exists in these chapter 11 cases because (i) all of the Debtors' Banks holding significant balances are highly rated, reputable and well-capitalized banks that are subject to supervision by national banking regulators and (ii) the process of satisfying the requirements of section 345(b) would lead to needless inconvenience and inefficiencies in the management of the Company's business. Moreover, a bond secured by the undertaking of a corporate surety would be prohibitively expensive (if such a bond could be obtained at all). Accordingly, there is justification for the Court to grant an extension of forty-five (45) days for the Debtors to comply with, or to waive, the requirements of section 345(b). On or before the expiration of such extension period, the Debtors will seek an additional extension of time, if necessary, to comply with, or seek a waiver of, the requirements of section 345(b) with respect to the Bank Accounts.

#### **Reservation of Rights**

62. Nothing contained herein is intended or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action which may exist against any

creditor or interest holder; or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

**Debtors Have Satisfied Bankruptcy Rule 6003(b)**

63. Bankruptcy Rule 6003(b) provides that, to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may issue an order granting "a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition" before twenty-one (21) days after filing of the petition. The Cash Management System is critical to the Debtors' ongoing operations. Modifications of and disruptions to the Cash Management System likely would cause large-scale payment delays and impair the Debtors' origination and servicing operations. Additionally, changes to the Cash Management System could impair the Debtors' ability to obtain important financial information in a timely manner. Ultimately, these outcomes would cause a diminution in the value of the Debtors' estates, which would have a negative impact on all parties in interest. Accordingly, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, Bankruptcy Rule 6003(b) is satisfied.

**Bankruptcy Rules 6004(a) and (h)**

64. To implement the foregoing successfully, the Debtors request that the Court find that notice of the Motion is adequate under Bankruptcy Rule 6004(a) under the circumstances, and waive the fourteen (14) day stay of an order authorizing the use, sale, or lease



of property under Bankruptcy Rule 6004(h). As explained above and in the Lombardo Declaration, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors. Accordingly, ample cause exists to justify finding that the notice requirements under Bankruptcy Rule 6004(a) have been satisfied and to grant a waiver of the fourteen (14) day stay imposed by Bankruptcy Rule 6004(h), to the extent such notice requirements and such stay apply.

### **Notice**

65. Notice of this Motion has been provided to (i) William K. Harrington, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick Street, Room 1006, New York, New York 10014 (Attn: Greg M. Zipes and Benjamin J. Higgins) (the “**U.S. Trustee**”); (ii) the Debtors’ five (5) largest secured creditors on a consolidated basis; (iii) the Debtors’ forty (40) largest unsecured creditors on a consolidated basis; (iv) the Internal Revenue Service; (v) the United States Attorney’s Office for the Southern District of New York; (vi) counsel to the Prepetition Term Loan Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Brian M. Resnick and Michelle M. McGreal); (vii) counsel to the Term Loan Ad Hoc Group, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (Attn: Patrick J. Nash and Gregory F. Pesce); (viii) Wilmington Savings Fund Society, FSB, as trustee under that certain Indenture for 9.0% Second Lien Senior Subordinated PIK Toggle Notes due 2024, 500 Delaware Avenue, Wilmington, Delaware 19801 (Attn: Corporate Trust, Walter Investment); (ix) counsel to the Second Lien Ad Hoc Group, Milbank, Tweed, Hadley & McCloy LLP, 2029 Century Park East, Los Angeles, California 90067 (Attn: Gregory A. Bray and Melainie K. Mansfield); (x) counsel to Barclays Bank PLC, as DIP Agent, and Barclays Capital Inc., as DIP lender, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Sarah M. Ward, Mark A. McDermott, and Melissa Tiarks); (xi)

counsel to Nomura Corporate Funding Americas, LLC, Alston & Bird LLP, 90 Park Avenue, 15th Floor, New York, New York 10016 (Attn: Karen Gelernt and Ronald Klein) and Jones Day LLP, 250 Vesey Street, New York, New York 10281 (Attn: Ben Rosenblum); (xii) the Banks; (xiii) the Securities and Exchange Commission; (xiv) counsel to Fannie Mae, O'Melveny & Myers LLP, 400 South Hope Street, 18<sup>th</sup> Floor, Los Angeles, California 90071 (Attn: Stephen Warren, Jennifer Taylor, and Darren Patrick); (xv) counsel to Freddie Mac, McKool Smith PC, 600 Travis St., Suite 7000, Houston, Texas 77002 (Attn: Paul D. Moak); and (xvi) U.S. Department of Housing and Urban Development, 451 Seventh St., SW, Room 9250, Washington, DC 20410 (Attn: Lisa Mulrain, Assistant General Counsel, Office of General Counsel, Finance Division) (collectively, the "**Notice Parties**"). The Debtors respectfully submit that no further notice is required

66. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

*[Remainder of page intentionally left blank]*

WHEREFORE the Debtors respectfully request entry of interim and final orders granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: February 11, 2019  
New York, New York

/s/ Sunny Singh  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Sunny Singh

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Interim Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re** : **Chapter 11**  
:  
**DITECH HOLDING CORPORATION, et al.,** : **Case No. 19-[\_\_\_\_] (\_\_\_\_)**  
:  
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
:  
-----X

**INTERIM ORDER AUTHORIZING  
DEBTORS TO (I) CONTINUE USING EXISTING  
CASH MANAGEMENT SYSTEM, BANK ACCOUNTS,  
AND BUSINESS FORMS, (II) IMPLEMENT CHANGES TO THE CASH  
MANAGEMENT SYSTEM IN THE ORDINARY COURSE OF BUSINESS,  
(III) CONTINUE INTERCOMPANY TRANSACTIONS, (IV) PROVIDE  
ADMINISTRATIVE EXPENSE PRIORITY FOR POSTPETITION INTERCOMPANY  
CLAIMS, (V) EXTEND TIME TO COMPLY WITH, OR SEEK WAIVER OF,  
11 U.S.C. § 345(b), AND (VI) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Ditech Holding Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 345(b), 363, 364, 503, and 507 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order authorizing the Debtors to (i) continue their existing cash management system, including the continued maintenance of their existing bank accounts and business forms; (ii) implement changes to their cash management system in the ordinary course of business, including opening new or closing existing bank

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Ditech Holding Corporation (0486); DF Insurance Agency LLC (6918); Ditech Financial LLC (5868); Green Tree Credit LLC (5864); Green Tree Credit Solutions LLC (1565); Green Tree Insurance Agency of Nevada, Inc. (7331); Green Tree Investment Holdings III LLC (1008); Green Tree Servicing Corp. (3552); Marix Servicing LLC (6101); Mortgage Asset Systems, LLC (8148); REO Management Solutions, LLC (7787); Reverse Mortgage Solutions, Inc. (2274); Walter Management Holding Company LLC (9818); and Walter Reverse Acquisition LLC (8837). The Debtors’ principal offices are located at 1100 Virginia Drive, Suite 100, Fort Washington, Pennsylvania 19034.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

accounts; (iii) continue to perform under and honor intercompany transactions in the ordinary course of business, in their business judgment and at their sole discretion; (iv) provide administrative expense priority for postpetition intercompany claims; (v) extend the time to comply with section 345(b) of the Bankruptcy Code by forty-five (45) days (or such later time as may be agreed to by the U.S. Trustee or as approved by the Court) or seek a waiver thereof; and for related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on an interim basis (the “**Hearing**”); and upon the Lombardo Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

1. The Motion is granted on an interim basis to the extent set forth herein.

### **Cash Management Practices**

2. The Debtors are authorized and empowered pursuant to sections 105(a), 363, 364, 503, and 507 to continue using their integrated cash management system described in the Motion (the “**Cash Management System**”) and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany funding among the Company’s affiliates.

3. The Debtors are authorized to implement changes to the Cash Management System in the ordinary course of business, including the opening of any new bank accounts and the closing of any existing bank accounts (the “**Bank Accounts**”) as they may deem necessary and appropriate and with the prior written consent of the DIP Agent (as defined in the Interim DIP Order);<sup>3</sup> provided that, (A) the Debtors shall at all times comply with paragraphs 16 through 20 of this Interim Order, the provisions of the Interim DIP Order, and the DIP Documents (as defined in the Interim DIP Order) (B) any such new account is with a bank that is (i) insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and (ii) designated as an authorized depository by the U.S. Trustee pursuant to the UST Guidelines; and (C) the Debtors shall provide notice to the U.S. Trustee of the opening of such account or any other changes to the Cash Management System.

4. The relief, rights, and responsibilities provided for in this Interim Order shall be deemed to apply to any and all Bank Accounts maintained in the Debtors’ names, including any new bank accounts, whether or not such Bank Accounts are identified on **Exhibit**

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<sup>3</sup> The “**Interim DIP Order**” means an interim order entered by the Court approving the *Debtors’ Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, 546, 548, 555, 559 and 561 (A) Authorizing Debtors to Enter into Repurchase Agreement Facilities, Servicer Advance Facilities and Related Documents; (B) Authorizing Debtors to Sell Mortgage Loans and Servicer Advance Receivables in the Ordinary Course of Business; (C) Granting Back-Up Liens and Superpriority Administrative Expense Claims; (D) Authorizing Use of Cash Collateral and Granting Adequate Protection; (E) Modifying the Automatic Stay; (F) Scheduling a Final Hearing; and (G) Granting Related Relief* (the “**DIP Motion**”).

**B** to the Motion, and any Banks at which new accounts are opened shall be subject to the rights and obligations of this Interim Order.

5. For the avoidance of doubt, the Debtors are authorized to continue operating and maintaining the Custodial Accounts in connection with, and pursuant to the terms of, the Ditech Servicing Agreements and the RMS Servicing Agreements.

6. The Debtors are authorized to (i) continue to use, with the same account numbers, all of the Bank Accounts in existence as of the Commencement Date, including those accounts identified on **Exhibit B** to the Motion; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) use, in their present form, all correspondence and business forms (including, but not limited to, checks, invoices, and letterhead) (collectively, the “**Business Forms**”) as well as all other documents related to the Bank Accounts existing immediately before the Commencement Date, without reference to the Debtors’ status as debtors in possession; provided that in the event the Debtors generate new Business Forms during the pendency of these chapter 11 cases, such Business Forms shall include a legend referring to the Debtors as “Debtors-In-Possession,” and, to the extent practicable, the Debtors shall laser print such legend on any Business Forms electronically generated during these chapter 11 cases.

7. The Debtors are authorized and empowered to continue performing under and honoring Intercompany Transactions in the ordinary course of business; provided that the Debtors shall (i) keep records of any postpetition Intercompany Transactions that occur during these chapter 11 cases and (ii) implement accounting procedures to identify and distinguish between prepetition and postpetition Intercompany Transactions.



8. In accordance with sections 503(b)(1) and 507(a)(2) of the Bankruptcy Code, all Intercompany Claims arising after the Commencement Date shall be accorded administrative expense priority.

9. Except as otherwise expressly provided in this Interim Order, all Banks are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and ACH transfers issued or initiated by or on behalf of the Debtors (to the extent the Debtors have sufficient funds, whether deposited prior to or after the Commencement Date in the requisite Bank Account or otherwise available to cover and permit payment thereof) after the Commencement Date; provided that any payments drawn, issued, or made prior to the Commencement Date shall not be honored by the Banks absent receipt of direction from the Debtors and entry of a separate order of the Court authorizing such prepetition payment.

10. The Banks are authorized to charge and the Debtors are authorized to pay and honor, or allow to be deducted from the applicable Bank Account, both prepetition and postpetition service and other fees, costs, charges, and expenses to which the Banks may be entitled to under the terms of and in accordance with their contractual arrangements with the Debtors (collectively, the “**Bank Fees**”).

11. Each of the Banks is authorized to debit the Bank Accounts in the ordinary course of business without need for further order of this Court for: (i) all checks, items, and other payment orders drawn on the Bank Accounts that are cashed at such Bank’s counters or exchanged for cashier’s checks by the payees thereof prior to the Bank’s receipt of notice of the commencement of these chapter 11 cases; (ii) all checks, ACH entries, wire transfers, other

electronic transfers, and other items deposited or credited to any of the Bank Accounts prior to the Commencement Date that have been dishonored, reversed, or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such costs and fees prior to the Commencement Date; and (iii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Banks on account of (y) Bank Fees for the maintenance of the Cash Management System or (z) repayment for advances made by the Banks on behalf of the Debtors in connection with ACH disbursement transactions.

12. As of the Commencement Date, the Banks may rely on the representations of the Debtors with respect to whether any check, item, or other payment order drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to this or any other order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtor as provided for herein, and shall not be liable to any party on account of (i) following the Debtors' representations, instructions, directions, or presentations as to any order of the Court (without any duty of further inquiry); (ii) honoring of any prepetition checks, drafts, wires, or ACH payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wire, or ACH payment; or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

13. The Banks' setoff rights under section 553 of the Bankruptcy Code and applicable non-bankruptcy law are hereby expressly preserved.

14. The Banks are authorized to modify or terminate the Bank Accounts or related services in accordance with the terms of the agreements that govern such Bank Accounts or related services, subject to the Banks' compliance with applicable non-bankruptcy law;

provided that the Banks shall provide thirty (30) days' written notice to the Debtors (who shall, in turn, provide a copy of such notice to the DIP Agent (as defined in the Interim DIP Order) following receipt thereof) and the U.S. Trustee before modifying or terminating the Bank Accounts or related services.

15. The Debtors shall have forty-five (45) days (or such additional time to which the U.S. Trustee may agree) from the entry of this Interim Order to either comply with section 345(b) of the Bankruptcy Code or to make such other arrangements as agreed to by the U.S. Trustee or approved by the Court; provided that such extension is without prejudice to the Debtors' right to request a further extension or the waiver of the requirements of section 345(b) of the Bankruptcy Code.

#### **DIP Cash Management**<sup>4</sup>

16. The Debtors shall, and shall cause their non-Debtor affiliates to, handle Cash Collateral of the Prepetition 1L/2L Parties and DIP Collateral consistent with past practice and shall not change their cash management practices in any way that could result in DIP Collateral being deposited into any Bank Accounts that are subject to the Prepetition 1L/2L Security Interests or the Adequate Protection Liens. In the event any deposit or transfer of DIP Collateral is made to a Bank Account that is not subject to DIP Liens, the DIP Liens shall be preserved and such amounts shall be deemed to be held in trust for the DIP Credit Parties.

17. Any and all cash collateral or other DIP Collateral of any of the DIP Credit Parties (including haircut amounts) shall be deposited into one or more custodial accounts subject to the DIP Liens (the "**DIP Custodial Accounts**") no later than two (2) business days after receipt thereof. Commencing on the date occurring no later than fifteen (15) calendar days

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<sup>4</sup> Capitalized terms used but not otherwise defined in this section shall have the respective meanings ascribed to such terms in the Interim DIP Order.

following the Commencement Date (or such later date agreed to by the DIP Agent), (i) RMS shall have opened a segregated liquidity account subject to the DIP Liens (the “**RMS DIP Liquidity Account**”) with a financial institution that is reasonably acceptable to the DIP Agent and (ii) any funds in the RMS DIP Custodial Account in excess of the amounts required (x) to be applied to repay RMS’s outstanding obligations under the DIP Documents and (y) to make a Specified RMS Settlement Account Transfer (as defined below) shall be transferred on a daily basis into the RMS DIP Liquidity Account. Notwithstanding anything to the contrary herein, in the event funds not constituting DIP Collateral are paid from the RMS loan settlement account (Wells Fargo Account No. 0415) to the relevant DIP Credit Parties to make a repayment on account of RMS’s outstanding obligations under the DIP Documents (each a “**RMS Loan Settlement Account DIP Repayment**”), then, on the same date of such repayment, RMS shall be permitted to transfer to the RMS loan settlement account (Wells Fargo Account No. 0415) (i) funds from the RMS DIP Custodial Account in an amount equal to such RMS Loan Settlement Account DIP Repayment (any such permitted transfer, a “**Specified RMS Settlement Account Transfer**”) and (ii) any related “haircut” amounts only to the extent that RMS is in compliance with the requisite liquidity covenants as set forth in the DIP Documents and the conditions set forth in clauses (i) and (ii) of paragraph 19 of this Interim Order.

18. Each of Ditech Financial and RMS must at all times comply with its minimum liquidity covenant set forth in the DIP Documents, which covenant may be satisfied by such Debtor with a combination of (i) any unrestricted cash and cash equivalents of such Debtor, which may include cash and cash equivalents on deposit in any Bank Accounts of such Debtor subject to the Prepetition 1L/2L Security Interests or the Adequate Protection Liens (but only to the extent such Debtor is authorized to use such cash collateral in the ordinary course of its

business pursuant to the DIP Orders) and (ii) in the case of RMS, cash in the RMS DIP Liquidity Account.

19. RMS shall not transfer, or permit or cause to be transferred, any funds from its Bank Accounts that are subject to DIP Liens, including the RMS DIP Liquidity Account (other than (x) to repay its obligations under the DIP Facilities or (y) to the extent needed to make a Specified RMS Settlement Account Transfer) unless, after giving effect to such transfers: (i) no default or event of default under the DIP Facilities has occurred and is continuing under any of the DIP Documents or would result therefrom and (ii) the aggregate amount of the funds in the RMS DIP Liquidity Account is at least \$15 million at all times (for purposes of such calculation, excluding any amounts deposited to account for margin deficits or to otherwise satisfy any purchased assets/collateral coverage test under any DIP Facility).

20. Ditech Financial shall not transfer, or permit or cause to be transferred, any funds from its Bank Accounts that are subject to DIP Liens (other than to repay its obligations under the DIP Facilities) unless after giving effect to such transfers, no default or event of default under the DIP Facilities has occurred and is continuing under any of the DIP Documents or would result therefrom. For the avoidance of doubt, nothing contained herein shall affect the manner in which Ditech Financial manages cash in the ordinary course of business with respect to the Servicing Advances.

21. In the event of any inconsistency between the terms and conditions of the DIP Documents (as defined in the Interim DIP Order), the Interim DIP Order, or paragraphs 16 through 20 of this Interim Order, the provisions of paragraphs 16 through 20 of this Interim Order shall govern and control solely to the extent of any inconsistency.

**General Provisions**

22. As soon as practicable after the entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on those Banks that make disbursements pursuant to the Debtors' Cash Management System.

23. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the date of the final hearing to consider the relief requested in the Motion (the "**Final Hearing**").

24. Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim Order, shall constitute or be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder; or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

25. Notwithstanding anything to the contrary contained herein or in the Motion, any payment, obligation or other relief authorized by this Interim Order shall be subject to and limited by the requirements imposed on the Debtors under the terms of any interim and/or final orders approving the DIP Motion, as may be amended or superseded from time to time, or any budget in connection therewith, entered by the Court in these chapter 11 cases, other than with respect to the Banks' rights contained in paragraphs 10 and 11 of this Interim Order which shall not be affected by any interim and/or final orders approving the DIP Motion.

26. Except as otherwise set forth herein, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

27. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

28. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

29. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

30. The Final Hearing shall be held on \_\_\_\_\_, **2019**, at \_\_\_\_\_ (**Prevailing Eastern Time**) and any objections or responses to the Motion shall be in writing, filed with the Court, and served in accordance with the Case Management Order.

31. This Interim Order is effective only from the date of entry through this Court's disposition of the Motion on a final basis; provided that the Court's ultimate disposition of the Motion on a final basis shall not impair or otherwise affect any action taken pursuant to this Interim Order.

32. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order.

33. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Interim Order.

Dated: \_\_\_\_\_, 2019  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

**Bank Accounts**



#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
<b>Cash and Cash Equivalents</b>				
1	Ditech Financial LLC	Citibank	5011	Operating
2	Ditech Financial LLC	Citibank	5118	Operating
3	Ditech Financial LLC	Citibank	5177	Operating
4	DF Insurance Agency LLC	Citibank	8175	Operating
5	Ditech Holding Corporation	Citibank	8183	Operating
6	Ditech Financial LLC	Wells Fargo	4001	Operating
7	Reverse Mortgage Solutions, Inc	Texas Capital Bank	0966	Operating
8	Reverse Mortgage Solutions, Inc	Texas Capital Bank	1223	Operating
9	Mortgage Asset Systems LLC	Wells Fargo	0340	Operating
10	REO Management Solutions, LLC	Wells Fargo	0698	Operating
11	REO Management Solutions, LLC	Wells Fargo	8797	Operating
12	Reverse Mortgage Solutions, Inc	Wells Fargo	0415	Operating
13	Reverse Mortgage Solutions, Inc	Wells Fargo	0970	Operating
14	Reverse Mortgage Solutions, Inc	Wells Fargo	7250	Operating
15	Reverse Mortgage Solutions, Inc	Wells Fargo	7766	Operating
16	Reverse Mortgage Solutions, Inc	Wells Fargo	8212	Operating
<b>Custodial and Other Bank Accounts Not Included In Cash and Cash Equivalents</b>				
17	Ditech Financial LLC	BNY Mellon	0168	Operating
18	Ditech Financial LLC	BNY Mellon	2213	Operating
19	Ditech Financial LLC	BNY Mellon	6249	Operating
20	Ditech Financial LLC	BNY Mellon	7652	Operating
21	Ditech Financial LLC	BNY Mellon	9014	Operating
22	Ditech Financial LLC	BNY Mellon	3686	Custodial
23	Ditech Financial LLC	BNY Mellon	4454	Custodial
24	Ditech Financial LLC	BNY Mellon	4500	Custodial
25	Ditech Financial LLC	BNY Mellon	6380	Custodial
26	Ditech Financial LLC	BNY Mellon	6381	Custodial
27	Ditech Financial LLC	BNY Mellon	6382	Custodial
28	Ditech Financial LLC	BNY Mellon	6383	Custodial
29	Ditech Financial LLC	BNY Mellon	6384	Custodial
30	Ditech Financial LLC	BNY Mellon	6385	Custodial
31	Ditech Financial LLC	BNY Mellon	6386	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
32	Ditech Financial LLC	BNY Mellon	6387	Custodial
33	Ditech Financial LLC	BNY Mellon	6388	Custodial
34	Ditech Financial LLC	BNY Mellon	6389	Custodial
35	Ditech Financial LLC	BNY Mellon	6390	Custodial
36	Ditech Financial LLC	BNY Mellon	6391	Custodial
37	Ditech Financial LLC	BNY Mellon	6392	Custodial
38	Ditech Financial LLC	BNY Mellon	5462	Custodial
39	Ditech Financial LLC	BNY Mellon	5463	Custodial
40	Ditech Financial LLC	BNY Mellon	5464	Custodial
41	Ditech Financial LLC	BNY Mellon	1604	Custodial
42	Ditech Financial LLC	BNY Mellon	1607	Custodial
43	Ditech Financial LLC	BNY Mellon	1624	Custodial
44	Ditech Financial LLC	BNY Mellon	1627	Custodial
45	Ditech Financial LLC	BNY Mellon	3028	Custodial
46	Ditech Financial LLC	BNY Mellon	3029	Custodial
47	Ditech Financial LLC	BNY Mellon	3750	Custodial
48	Ditech Financial LLC	BNY Mellon	3751	Custodial
49	Ditech Financial LLC	BNY Mellon	3752	Custodial
50	Ditech Financial LLC	BNY Mellon	3753	Custodial
51	Ditech Financial LLC	BNY Mellon	3754	Custodial
52	Ditech Financial LLC	BNY Mellon	3755	Custodial
53	Ditech Financial LLC	BNY Mellon	3773	Custodial
54	Ditech Financial LLC	BNY Mellon	3774	Custodial
55	Ditech Financial LLC	BNY Mellon	4097	Custodial
56	Ditech Financial LLC	BNY Mellon	4098	Custodial
57	Ditech Financial LLC	BNY Mellon	4101	Custodial
58	Ditech Financial LLC	BNY Mellon	4103	Custodial
59	Ditech Financial LLC	BNY Mellon	4105	Custodial
60	Ditech Financial LLC	BNY Mellon	4106	Custodial
61	Ditech Financial LLC	BNY Mellon	4107	Custodial
62	Ditech Financial LLC	BNY Mellon	4108	Custodial
63	Ditech Financial LLC	BNY Mellon	4109	Custodial
64	Ditech Financial LLC	BNY Mellon	4114	Custodial
65	Ditech Financial LLC	BNY Mellon	4115	Custodial
66	Ditech Financial LLC	BNY Mellon	4116	Custodial
67	Ditech Financial LLC	BNY Mellon	4118	Custodial
68	Ditech Financial LLC	BNY Mellon	4119	Custodial
69	Ditech Financial LLC	BNY Mellon	4121	Custodial
70	Ditech Financial LLC	BNY Mellon	4122	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
71	Ditech Financial LLC	BNY Mellon	4124	Custodial
72	Ditech Financial LLC	BNY Mellon	4125	Custodial
73	Ditech Financial LLC	BNY Mellon	4127	Custodial
74	Ditech Financial LLC	BNY Mellon	4130	Custodial
75	Ditech Financial LLC	BNY Mellon	4131	Custodial
76	Ditech Financial LLC	BNY Mellon	4132	Custodial
77	Ditech Financial LLC	BNY Mellon	4133	Custodial
78	Ditech Financial LLC	BNY Mellon	4134	Custodial
79	Ditech Financial LLC	BNY Mellon	4136	Custodial
80	Ditech Financial LLC	BNY Mellon	4137	Custodial
81	Ditech Financial LLC	BNY Mellon	4138	Custodial
82	Ditech Financial LLC	BNY Mellon	4139	Custodial
83	Ditech Financial LLC	BNY Mellon	4140	Custodial
84	Ditech Financial LLC	BNY Mellon	4142	Custodial
85	Ditech Financial LLC	BNY Mellon	4143	Custodial
86	Ditech Financial LLC	BNY Mellon	4144	Custodial
87	Ditech Financial LLC	BNY Mellon	4435	Custodial
88	Ditech Financial LLC	BNY Mellon	4436	Custodial
89	Ditech Financial LLC	BNY Mellon	4639	Custodial
90	Ditech Financial LLC	BNY Mellon	4641	Custodial
91	Ditech Financial LLC	BNY Mellon	4642	Custodial
92	Ditech Financial LLC	BNY Mellon	4726	Custodial
93	Ditech Financial LLC	BNY Mellon	4727	Custodial
94	Ditech Financial LLC	BNY Mellon	4728	Custodial
95	Ditech Financial LLC	BNY Mellon	5713	Custodial
96	Ditech Financial LLC	BNY Mellon	5714	Custodial
97	Ditech Financial LLC	BNY Mellon	5715	Custodial
98	Ditech Financial LLC	BNY Mellon	5727	Custodial
99	Ditech Financial LLC	BNY Mellon	0376	Custodial
100	Ditech Financial LLC	BNY Mellon	0377	Custodial
101	Ditech Financial LLC	BNY Mellon	0378	Custodial
102	Ditech Financial LLC	BNY Mellon	0379	Custodial
103	Ditech Financial LLC	BNY Mellon	0380	Custodial
104	Ditech Financial LLC	BNY Mellon	0381	Custodial
105	Ditech Financial LLC	BNY Mellon	0382	Custodial
106	Ditech Financial LLC	BNY Mellon	0383	Custodial
107	Ditech Financial LLC	BNY Mellon	0384	Custodial
108	Ditech Financial LLC	BNY Mellon	0385	Custodial
109	Ditech Financial LLC	BNY Mellon	0386	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
110	Ditech Financial LLC	BNY Mellon	0387	Custodial
111	Ditech Financial LLC	BNY Mellon	0388	Custodial
112	Ditech Financial LLC	BNY Mellon	0389	Custodial
113	Ditech Financial LLC	BNY Mellon	0390	Custodial
114	Ditech Financial LLC	BNY Mellon	0391	Custodial
115	Ditech Financial LLC	BNY Mellon	5801	Custodial
116	Ditech Financial LLC	BNY Mellon	5802	Custodial
117	Ditech Financial LLC	BNY Mellon	5803	Custodial
118	Ditech Financial LLC	BNY Mellon	5804	Custodial
119	Ditech Financial LLC	BNY Mellon	5911	Custodial
120	Ditech Financial LLC	BNY Mellon	5912	Custodial
121	Ditech Financial LLC	BNY Mellon	5914	Custodial
122	Ditech Financial LLC	BNY Mellon	5917	Custodial
123	Ditech Financial LLC	BNY Mellon	4167	Custodial
124	Ditech Financial LLC	BNY Mellon	5244	Custodial
125	Ditech Financial LLC	Citibank	5038	Custodial
126	Ditech Financial LLC	Citibank	5046	Custodial
127	Ditech Financial LLC	Citibank	5054	Custodial
128	Ditech Financial LLC	Citibank	5062	Custodial
129	Ditech Financial LLC	Citibank	5089	Custodial
130	Ditech Financial LLC	Citibank	5097	Custodial
131	Ditech Financial LLC	Citibank	5126	Custodial
132	Ditech Financial LLC	Citibank	5134	Custodial
133	Ditech Financial LLC	Citibank	5142	Custodial
134	Ditech Financial LLC	Citibank	5169	Custodial
135	Ditech Financial LLC	Citibank	5185	Custodial
136	Ditech Financial LLC	Citibank	5193	Custodial
137	Ditech Financial LLC	Citibank	5206	Custodial
138	Ditech Financial LLC	Citibank	5214	Custodial
139	Ditech Financial LLC	Citibank	5222	Custodial
140	Ditech Financial LLC	Citibank	5249	Custodial
141	Ditech Financial LLC	Citibank	5257	Custodial
142	Ditech Financial LLC	Citibank	5265	Custodial
143	Ditech Financial LLC	Citibank	5273	Custodial
144	Ditech Financial LLC	Citibank	5281	Custodial
145	Ditech Financial LLC	Citibank	5329	Custodial
146	Ditech Financial LLC	Citibank	5337	Custodial
147	Ditech Financial LLC	Citibank	5345	Custodial
148	Ditech Financial LLC	Citibank	5353	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
149	Ditech Financial LLC	Citibank	5361	Custodial
150	Ditech Financial LLC	Citibank	5388	Custodial
151	Ditech Financial LLC	Citibank	5396	Custodial
152	Ditech Financial LLC	Citibank	5409	Custodial
153	Ditech Financial LLC	Citibank	5417	Custodial
154	Ditech Financial LLC	Citibank	5425	Custodial
155	Ditech Financial LLC	Citibank	5433	Custodial
156	Ditech Financial LLC	Citibank	5441	Custodial
157	Ditech Financial LLC	Citibank	5468	Custodial
158	Ditech Financial LLC	Citibank	5476	Custodial
159	Ditech Financial LLC	Citibank	5484	Custodial
160	Ditech Financial LLC	Citibank	5492	Custodial
161	Ditech Financial LLC	Citibank	5505	Custodial
162	Ditech Financial LLC	Citibank	5513	Custodial
163	Ditech Financial LLC	Citibank	5521	Custodial
164	Ditech Financial LLC	Citibank	5548	Custodial
165	Ditech Financial LLC	Citibank	5556	Custodial
166	Ditech Financial LLC	Citibank	5564	Custodial
167	Ditech Financial LLC	Citibank	5572	Custodial
168	Ditech Financial LLC	Citibank	5599	Custodial
169	Ditech Financial LLC	Citibank	5601	Custodial
170	Ditech Financial LLC	Citibank	5628	Custodial
171	Ditech Financial LLC	Citibank	5636	Custodial
172	Ditech Financial LLC	Citibank	5644	Custodial
173	Ditech Financial LLC	Citibank	5679	Custodial
174	Ditech Financial LLC	Citibank	5687	Custodial
175	Ditech Financial LLC	Citibank	5695	Custodial
176	Ditech Financial LLC	Citibank	5708	Custodial
177	Ditech Financial LLC	Citibank	5716	Custodial
178	Ditech Financial LLC	Citibank	5724	Custodial
179	Ditech Financial LLC	Citibank	5732	Custodial
180	Ditech Financial LLC	Citibank	5759	Custodial
181	Ditech Financial LLC	Citibank	5767	Custodial
182	Ditech Financial LLC	Citibank	5775	Custodial
183	Ditech Financial LLC	Citibank	5783	Custodial
184	Ditech Financial LLC	Citibank	5791	Custodial
185	Ditech Financial LLC	Citibank	5804	Custodial
186	Ditech Financial LLC	Citibank	5812	Custodial
187	Ditech Financial LLC	Citibank	5839	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
188	Ditech Financial LLC	Citibank	5847	Custodial
189	Ditech Financial LLC	Citibank	5855	Custodial
190	Ditech Financial LLC	Citibank	5863	Custodial
191	Ditech Financial LLC	Citibank	5871	Custodial
192	Ditech Financial LLC	Citibank	5898	Custodial
193	Ditech Financial LLC	Citibank	5919	Custodial
194	Ditech Financial LLC	Citibank	5927	Custodial
195	Ditech Financial LLC	Citibank	5935	Custodial
196	Ditech Financial LLC	Citibank	5943	Custodial
197	Ditech Financial LLC	Citibank	5951	Custodial
198	Ditech Financial LLC	Citibank	5978	Custodial
199	Ditech Financial LLC	Citibank	5986	Custodial
200	Ditech Financial LLC	Citibank	5994	Custodial
201	Ditech Financial LLC	Citibank	6006	Custodial
202	Ditech Financial LLC	Citibank	6014	Custodial
203	Ditech Financial LLC	Citibank	6022	Custodial
204	Ditech Financial LLC	Citibank	6049	Custodial
205	Ditech Financial LLC	Citibank	6057	Custodial
206	Ditech Financial LLC	Citibank	6065	Custodial
207	Ditech Financial LLC	Citibank	6073	Custodial
208	Ditech Financial LLC	Citibank	6081	Custodial
209	Ditech Financial LLC	Citibank	6102	Custodial
210	Ditech Financial LLC	Citibank	6129	Custodial
211	Ditech Financial LLC	Citibank	6137	Custodial
212	Ditech Financial LLC	Citibank	6145	Custodial
213	Ditech Financial LLC	Citibank	6153	Custodial
214	Ditech Financial LLC	Citibank	6161	Custodial
215	Ditech Financial LLC	Citibank	6188	Custodial
216	Ditech Financial LLC	Citibank	6196	Custodial
217	Ditech Financial LLC	Citibank	6209	Custodial
218	Ditech Financial LLC	Citibank	6217	Custodial
219	Ditech Financial LLC	Citibank	6225	Custodial
220	Ditech Financial LLC	Citibank	6233	Custodial
221	Ditech Financial LLC	Citibank	6241	Custodial
222	Ditech Financial LLC	Citibank	6268	Custodial
223	Ditech Financial LLC	Citibank	6276	Custodial
224	Ditech Financial LLC	Citibank	6284	Custodial
225	Ditech Financial LLC	Citibank	6292	Custodial
226	Ditech Financial LLC	Citibank	6305	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
227	Ditech Financial LLC	Citibank	6313	Custodial
228	Ditech Financial LLC	Citibank	6321	Custodial
229	Ditech Financial LLC	Citibank	6348	Custodial
230	Ditech Financial LLC	Citibank	6356	Custodial
231	Ditech Financial LLC	Citibank	6364	Custodial
232	Ditech Financial LLC	Citibank	6372	Custodial
233	Ditech Financial LLC	Citibank	6399	Custodial
234	Ditech Financial LLC	Citibank	6401	Custodial
235	Ditech Financial LLC	Citibank	6428	Custodial
236	Ditech Financial LLC	Citibank	6436	Custodial
237	Ditech Financial LLC	Citibank	6444	Custodial
238	Ditech Financial LLC	Citibank	6452	Custodial
239	Ditech Financial LLC	Citibank	6479	Custodial
240	Ditech Financial LLC	Citibank	6487	Custodial
241	Ditech Financial LLC	Citibank	6495	Custodial
242	Ditech Financial LLC	Citibank	6508	Custodial
243	Ditech Financial LLC	Citibank	6516	Custodial
244	Ditech Financial LLC	Citibank	6524	Custodial
245	Ditech Financial LLC	Citibank	6532	Custodial
246	Ditech Financial LLC	Citibank	6559	Custodial
247	Ditech Financial LLC	Citibank	6567	Custodial
248	Ditech Financial LLC	Citibank	6575	Custodial
249	Ditech Financial LLC	Citibank	6583	Custodial
250	Ditech Financial LLC	Citibank	6591	Custodial
251	Ditech Financial LLC	Citibank	6604	Custodial
252	Ditech Financial LLC	Citibank	6612	Custodial
253	Ditech Financial LLC	Citibank	6639	Custodial
254	Ditech Financial LLC	Citibank	6647	Custodial
255	Ditech Financial LLC	Citibank	6655	Custodial
256	Ditech Financial LLC	Citibank	6663	Custodial
257	Ditech Financial LLC	Citibank	6671	Custodial
258	Ditech Financial LLC	Citibank	6698	Custodial
259	Ditech Financial LLC	Citibank	6719	Custodial
260	Ditech Financial LLC	Citibank	6727	Custodial
261	Ditech Financial LLC	Citibank	6735	Custodial
262	Ditech Financial LLC	Citibank	6743	Custodial
263	Ditech Financial LLC	Citibank	6751	Custodial
264	Ditech Financial LLC	Citibank	6778	Custodial
265	Ditech Financial LLC	Citibank	6786	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
266	Ditech Financial LLC	Citibank	6794	Custodial
267	Ditech Financial LLC	Citibank	6807	Custodial
268	Ditech Financial LLC	Citibank	6815	Custodial
269	Ditech Financial LLC	Citibank	6823	Custodial
270	Ditech Financial LLC	Citibank	6831	Custodial
271	Ditech Financial LLC	Citibank	6858	Custodial
272	Ditech Financial LLC	Citibank	6866	Custodial
273	Ditech Financial LLC	Citibank	6874	Custodial
274	Ditech Financial LLC	Citibank	6882	Custodial
275	Ditech Financial LLC	Citibank	6903	Custodial
276	Ditech Financial LLC	Citibank	6911	Custodial
277	Ditech Financial LLC	Citibank	6938	Custodial
278	Ditech Financial LLC	Citibank	6946	Custodial
279	Ditech Financial LLC	Citibank	6954	Custodial
280	Ditech Financial LLC	Citibank	6962	Custodial
281	Ditech Financial LLC	Citibank	6989	Custodial
282	Ditech Financial LLC	Citibank	6997	Custodial
283	Ditech Financial LLC	Citibank	7009	Custodial
284	Ditech Financial LLC	Citibank	7017	Custodial
285	Ditech Financial LLC	Citibank	7025	Custodial
286	Ditech Financial LLC	Citibank	7033	Custodial
287	Ditech Financial LLC	Citibank	7041	Custodial
288	Ditech Financial LLC	Citibank	7068	Custodial
289	Ditech Financial LLC	Citibank	7076	Custodial
290	Ditech Financial LLC	Citibank	7084	Custodial
291	Ditech Financial LLC	Citibank	7092	Custodial
292	Ditech Financial LLC	Citibank	7105	Custodial
293	Ditech Financial LLC	Citibank	7113	Custodial
294	Ditech Financial LLC	Citibank	7121	Custodial
295	Ditech Financial LLC	Citibank	7148	Custodial
296	Ditech Financial LLC	Citibank	7156	Custodial
297	Ditech Financial LLC	Citibank	7164	Custodial
298	Ditech Financial LLC	Citibank	7172	Custodial
299	Ditech Financial LLC	Citibank	7199	Custodial
300	Ditech Financial LLC	Citibank	7201	Custodial
301	Ditech Financial LLC	Citibank	7228	Custodial
302	Ditech Financial LLC	Citibank	7236	Custodial
303	Ditech Financial LLC	Citibank	7244	Custodial
304	Ditech Financial LLC	Citibank	7279	Custodial



#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
305	Ditech Financial LLC	Citibank	7287	Custodial
306	Ditech Financial LLC	Citibank	7295	Custodial
307	Ditech Financial LLC	Citibank	7308	Custodial
308	Ditech Financial LLC	Citibank	7316	Custodial
309	Ditech Financial LLC	Citibank	7324	Custodial
310	Ditech Financial LLC	Citibank	7332	Custodial
311	Ditech Financial LLC	Citibank	7359	Custodial
312	Ditech Financial LLC	Citibank	7367	Custodial
313	Ditech Financial LLC	Citibank	7375	Custodial
314	Ditech Financial LLC	Citibank	7383	Custodial
315	Ditech Financial LLC	Citibank	7391	Custodial
316	Ditech Financial LLC	Citibank	7404	Custodial
317	Ditech Financial LLC	Citibank	7412	Custodial
318	Ditech Financial LLC	Citibank	7439	Custodial
319	Ditech Financial LLC	Citibank	7447	Custodial
320	Ditech Financial LLC	Citibank	7455	Custodial
321	Ditech Financial LLC	Citibank	7463	Custodial
322	Ditech Financial LLC	Citibank	7471	Custodial
323	Ditech Financial LLC	Citibank	7498	Custodial
324	Ditech Financial LLC	Citibank	7519	Custodial
325	Ditech Financial LLC	Citibank	7527	Custodial
326	Ditech Financial LLC	Citibank	7535	Custodial
327	Ditech Financial LLC	Citibank	7543	Custodial
328	Ditech Financial LLC	Citibank	7551	Custodial
329	Ditech Financial LLC	Citibank	7578	Custodial
330	Ditech Financial LLC	Citibank	7586	Custodial
331	Ditech Financial LLC	Citibank	7594	Custodial
332	Ditech Financial LLC	Citibank	7607	Custodial
333	Ditech Financial LLC	Citibank	7615	Custodial
334	Ditech Financial LLC	Citibank	7623	Custodial
335	Ditech Financial LLC	Citibank	7631	Custodial
336	Ditech Financial LLC	Citibank	7658	Custodial
337	Ditech Financial LLC	Citibank	7666	Custodial
338	Ditech Financial LLC	Citibank	7674	Custodial
339	Ditech Financial LLC	Citibank	7682	Custodial
340	Ditech Financial LLC	Citibank	7703	Custodial
341	Ditech Financial LLC	Citibank	7711	Custodial
342	Ditech Financial LLC	Citibank	7738	Custodial
343	Ditech Financial LLC	Citibank	7746	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
344	Ditech Financial LLC	Citibank	7754	Custodial
345	Ditech Financial LLC	Citibank	7762	Custodial
346	Ditech Financial LLC	Citibank	7789	Custodial
347	Ditech Financial LLC	Citibank	7797	Custodial
348	Ditech Financial LLC	Citibank	7818	Custodial
349	Ditech Financial LLC	Citibank	7826	Custodial
350	Ditech Financial LLC	Citibank	7834	Custodial
351	Ditech Financial LLC	Citibank	7842	Custodial
352	Ditech Financial LLC	Citibank	7869	Custodial
353	Ditech Financial LLC	Citibank	7877	Custodial
354	Ditech Financial LLC	Citibank	7885	Custodial
355	Ditech Financial LLC	Citibank	7893	Custodial
356	Ditech Financial LLC	Citibank	7906	Custodial
357	Ditech Financial LLC	Citibank	7914	Custodial
358	Ditech Financial LLC	Citibank	7922	Custodial
359	Ditech Financial LLC	Citibank	7949	Custodial
360	Ditech Financial LLC	Citibank	7957	Custodial
361	Ditech Financial LLC	Citibank	7965	Custodial
362	Ditech Financial LLC	Citibank	2052	Custodial
363	Ditech Financial LLC	Citibank	2079	Custodial
364	Ditech Financial LLC	Citibank	2087	Custodial
365	Ditech Financial LLC	Citibank	2095	Custodial
366	Ditech Financial LLC	Citibank	2108	Custodial
367	Ditech Financial LLC	Citibank	2116	Custodial
368	Ditech Financial LLC	Citibank	2124	Custodial
369	Ditech Financial LLC	Citibank	2132	Custodial
370	Ditech Financial LLC	Citibank	2159	Custodial
371	Ditech Financial LLC	Citibank	2167	Custodial
372	Ditech Financial LLC	Citibank	2175	Custodial
373	Ditech Financial LLC	Citibank	2183	Custodial
374	Ditech Financial LLC	Citibank	2191	Custodial
375	Ditech Financial LLC	Citibank	2204	Custodial
376	Ditech Financial LLC	Citibank	2212	Custodial
377	Ditech Financial LLC	Citibank	2239	Custodial
378	Ditech Financial LLC	Citibank	2247	Custodial
379	Ditech Financial LLC	Citibank	2255	Custodial
380	Ditech Financial LLC	Citibank	2263	Custodial
381	Ditech Financial LLC	Citibank	2271	Custodial
382	Ditech Financial LLC	Citibank	2298	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
383	Ditech Financial LLC	Citibank	2319	Custodial
384	Ditech Financial LLC	Citibank	2327	Custodial
385	Ditech Financial LLC	Citibank	2335	Custodial
386	Ditech Financial LLC	Citibank	2343	Custodial
387	Ditech Financial LLC	Citibank	2351	Custodial
388	Ditech Financial LLC	Citibank	2757	Custodial
389	Ditech Financial LLC	Citibank	4912	Custodial
390	Ditech Financial LLC	Citibank	9668	Custodial
391	Ditech Financial LLC	Citibank	9676	Custodial
392	Ditech Financial LLC	Citibank	9684	Custodial
393	Ditech Financial LLC	Citibank	9692	Custodial
394	Ditech Financial LLC	Citibank	9705	Custodial
395	Ditech Financial LLC	Citibank	9713	Custodial
396	Ditech Financial LLC	Citibank	9721	Custodial
397	Ditech Financial LLC	Citibank	9748	Custodial
398	Ditech Financial LLC	Citibank	9756	Custodial
399	Ditech Financial LLC	Citibank	9764	Custodial
400	Ditech Financial LLC	Citibank	9772	Custodial
401	Ditech Financial LLC	Citibank	9799	Custodial
402	Ditech Financial LLC	Citibank	6973	Custodial
403	Ditech Financial LLC	Citibank	6981	Custodial
404	Ditech Financial LLC	Citibank	7001	Custodial
405	Ditech Financial LLC	Citibank	7028	Custodial
406	Ditech Financial LLC	Citibank	7546	Custodial
407	Ditech Financial LLC	Citibank	7554	Custodial
408	Ditech Financial LLC	Citibank	7562	Custodial
409	Ditech Financial LLC	EverBank	8080	Custodial
410	Ditech Financial LLC	EverBank	8099	Custodial
411	Ditech Financial LLC	U.S. Bank	0015	Custodial
412	Ditech Financial LLC	U.S. Bank	0024	Custodial
413	Ditech Financial LLC	U.S. Bank	0111	Custodial
414	Ditech Financial LLC	U.S. Bank	0161	Custodial
415	Ditech Financial LLC	U.S. Bank	0179	Custodial
416	Ditech Financial LLC	U.S. Bank	0305	Custodial
417	Ditech Financial LLC	U.S. Bank	0313	Custodial
418	Ditech Financial LLC	U.S. Bank	0327	Custodial
419	Ditech Financial LLC	U.S. Bank	0486	Custodial
420	Ditech Financial LLC	U.S. Bank	0487	Custodial
421	Ditech Financial LLC	U.S. Bank	0640	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
422	Ditech Financial LLC	U.S. Bank	0657	Custodial
423	Ditech Financial LLC	U.S. Bank	0692	Custodial
424	Ditech Financial LLC	U.S. Bank	0742	Custodial
425	Ditech Financial LLC	U.S. Bank	0837	Custodial
426	Ditech Financial LLC	U.S. Bank	0852	Custodial
427	Ditech Financial LLC	U.S. Bank	0990	Custodial
428	Ditech Financial LLC	U.S. Bank	1006	Custodial
429	Ditech Financial LLC	U.S. Bank	1062	Custodial
430	Ditech Financial LLC	U.S. Bank	1104	Custodial
431	Ditech Financial LLC	U.S. Bank	1208	Custodial
432	Ditech Financial LLC	U.S. Bank	1260	Custodial
433	Ditech Financial LLC	U.S. Bank	1278	Custodial
434	Ditech Financial LLC	U.S. Bank	1332	Custodial
435	Ditech Financial LLC	U.S. Bank	1464	Custodial
436	Ditech Financial LLC	U.S. Bank	1541	Custodial
437	Ditech Financial LLC	U.S. Bank	1605	Custodial
438	Ditech Financial LLC	U.S. Bank	1716	Custodial
439	Ditech Financial LLC	U.S. Bank	1756	Custodial
440	Ditech Financial LLC	U.S. Bank	1879	Custodial
441	Ditech Financial LLC	U.S. Bank	1892	Custodial
442	Ditech Financial LLC	U.S. Bank	1939	Custodial
443	Ditech Financial LLC	U.S. Bank	1955	Custodial
444	Ditech Financial LLC	U.S. Bank	2166	Custodial
445	Ditech Financial LLC	U.S. Bank	2236	Custodial
446	Ditech Financial LLC	U.S. Bank	2247	Custodial
447	Ditech Financial LLC	U.S. Bank	2437	Custodial
448	Ditech Financial LLC	U.S. Bank	2551	Custodial
449	Ditech Financial LLC	U.S. Bank	2754	Custodial
450	Ditech Financial LLC	U.S. Bank	2858	Custodial
451	Ditech Financial LLC	U.S. Bank	2866	Custodial
452	Ditech Financial LLC	U.S. Bank	2874	Custodial
453	Ditech Financial LLC	U.S. Bank	3070	Custodial
454	Ditech Financial LLC	U.S. Bank	3118	Custodial
455	Ditech Financial LLC	U.S. Bank	3120	Custodial
456	Ditech Financial LLC	U.S. Bank	3142	Custodial
457	Ditech Financial LLC	U.S. Bank	3218	Custodial
458	Ditech Financial LLC	U.S. Bank	3226	Custodial
459	Ditech Financial LLC	U.S. Bank	3279	Custodial
460	Ditech Financial LLC	U.S. Bank	3287	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
461	Ditech Financial LLC	U.S. Bank	3349	Custodial
462	Ditech Financial LLC	U.S. Bank	3366	Custodial
463	Ditech Financial LLC	U.S. Bank	3374	Custodial
464	Ditech Financial LLC	U.S. Bank	3435	Custodial
465	Ditech Financial LLC	U.S. Bank	3453	Custodial
466	Ditech Financial LLC	U.S. Bank	3479	Custodial
467	Ditech Financial LLC	U.S. Bank	3596	Custodial
468	Ditech Financial LLC	U.S. Bank	3690	Custodial
469	Ditech Financial LLC	U.S. Bank	3762	Custodial
470	Ditech Financial LLC	U.S. Bank	3766	Custodial
471	Ditech Financial LLC	U.S. Bank	3794	Custodial
472	Ditech Financial LLC	U.S. Bank	3898	Custodial
473	Ditech Financial LLC	U.S. Bank	3911	Custodial
474	Ditech Financial LLC	U.S. Bank	3915	Custodial
475	Ditech Financial LLC	U.S. Bank	4005	Custodial
476	Ditech Financial LLC	U.S. Bank	4013	Custodial
477	Ditech Financial LLC	U.S. Bank	4050	Custodial
478	Ditech Financial LLC	U.S. Bank	4091	Custodial
479	Ditech Financial LLC	U.S. Bank	4173	Custodial
480	Ditech Financial LLC	U.S. Bank	4253	Custodial
481	Ditech Financial LLC	U.S. Bank	4264	Custodial
482	Ditech Financial LLC	U.S. Bank	4327	Custodial
483	Ditech Financial LLC	U.S. Bank	4370	Custodial
484	Ditech Financial LLC	U.S. Bank	4373	Custodial
485	Ditech Financial LLC	U.S. Bank	4388	Custodial
486	Ditech Financial LLC	U.S. Bank	4396	Custodial
487	Ditech Financial LLC	U.S. Bank	4404	Custodial
488	Ditech Financial LLC	U.S. Bank	4412	Custodial
489	Ditech Financial LLC	U.S. Bank	4420	Custodial
490	Ditech Financial LLC	U.S. Bank	4438	Custodial
491	Ditech Financial LLC	U.S. Bank	4446	Custodial
492	Ditech Financial LLC	U.S. Bank	4451	Custodial
493	Ditech Financial LLC	U.S. Bank	4453	Custodial
494	Ditech Financial LLC	U.S. Bank	4461	Custodial
495	Ditech Financial LLC	U.S. Bank	4479	Custodial
496	Ditech Financial LLC	U.S. Bank	4487	Custodial
497	Ditech Financial LLC	U.S. Bank	4495	Custodial
498	Ditech Financial LLC	U.S. Bank	4503	Custodial
499	Ditech Financial LLC	U.S. Bank	4511	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
500	Ditech Financial LLC	U.S. Bank	4560	Custodial
501	Ditech Financial LLC	U.S. Bank	4578	Custodial
502	Ditech Financial LLC	U.S. Bank	4586	Custodial
503	Ditech Financial LLC	U.S. Bank	4594	Custodial
504	Ditech Financial LLC	U.S. Bank	4602	Custodial
505	Ditech Financial LLC	U.S. Bank	4604	Custodial
506	Ditech Financial LLC	U.S. Bank	4610	Custodial
507	Ditech Financial LLC	U.S. Bank	4628	Custodial
508	Ditech Financial LLC	U.S. Bank	4636	Custodial
509	Ditech Financial LLC	U.S. Bank	4644	Custodial
510	Ditech Financial LLC	U.S. Bank	4784	Custodial
511	Ditech Financial LLC	U.S. Bank	4826	Custodial
512	Ditech Financial LLC	U.S. Bank	4837	Custodial
513	Ditech Financial LLC	U.S. Bank	4891	Custodial
514	Ditech Financial LLC	U.S. Bank	4909	Custodial
515	Ditech Financial LLC	U.S. Bank	4917	Custodial
516	Ditech Financial LLC	U.S. Bank	4963	Custodial
517	Ditech Financial LLC	U.S. Bank	5315	Custodial
518	Ditech Financial LLC	U.S. Bank	5415	Custodial
519	Ditech Financial LLC	U.S. Bank	5423	Custodial
520	Ditech Financial LLC	U.S. Bank	5456	Custodial
521	Ditech Financial LLC	U.S. Bank	5494	Custodial
522	Ditech Financial LLC	U.S. Bank	5502	Custodial
523	Ditech Financial LLC	U.S. Bank	5851	Custodial
524	Ditech Financial LLC	U.S. Bank	6756	Custodial
525	Ditech Financial LLC	U.S. Bank	7084	Custodial
526	Ditech Financial LLC	U.S. Bank	7176	Custodial
527	Ditech Financial LLC	U.S. Bank	7313	Custodial
528	Ditech Financial LLC	U.S. Bank	7407	Custodial
529	Ditech Financial LLC	U.S. Bank	7423	Custodial
530	Ditech Financial LLC	U.S. Bank	7431	Custodial
531	Ditech Financial LLC	U.S. Bank	7449	Custodial
532	Ditech Financial LLC	U.S. Bank	7456	Custodial
533	Ditech Financial LLC	U.S. Bank	7464	Custodial
534	Ditech Financial LLC	U.S. Bank	7472	Custodial
535	Ditech Financial LLC	U.S. Bank	7480	Custodial
536	Ditech Financial LLC	U.S. Bank	7532	Custodial
537	Ditech Financial LLC	U.S. Bank	7565	Custodial
538	Ditech Financial LLC	U.S. Bank	7594	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
539	Ditech Financial LLC	U.S. Bank	7602	Custodial
540	Ditech Financial LLC	U.S. Bank	7655	Custodial
541	Ditech Financial LLC	U.S. Bank	3766	Custodial
542	Ditech Financial LLC	U.S. Bank	7668	Custodial
543	Ditech Financial LLC	U.S. Bank	7812	Custodial
544	Ditech Financial LLC	U.S. Bank	7829	Custodial
545	Ditech Financial LLC	U.S. Bank	7837	Custodial
546	Ditech Financial LLC	U.S. Bank	7845	Custodial
547	Ditech Financial LLC	U.S. Bank	7960	Custodial
548	Ditech Financial LLC	U.S. Bank	7966	Custodial
549	Ditech Financial LLC	U.S. Bank	7974	Custodial
550	Ditech Financial LLC	U.S. Bank	7994	Custodial
551	Ditech Financial LLC	U.S. Bank	8053	Custodial
552	Ditech Financial LLC	U.S. Bank	8086	Custodial
553	Ditech Financial LLC	U.S. Bank	8087	Custodial
554	Ditech Financial LLC	U.S. Bank	8088	Custodial
555	Ditech Financial LLC	U.S. Bank	8094	Custodial
556	Ditech Financial LLC	U.S. Bank	8102	Custodial
557	Ditech Financial LLC	U.S. Bank	8111	Custodial
558	Ditech Financial LLC	U.S. Bank	8129	Custodial
559	Ditech Financial LLC	U.S. Bank	8137	Custodial
560	Ditech Financial LLC	U.S. Bank	8145	Custodial
561	Ditech Financial LLC	U.S. Bank	8200	Custodial
562	Ditech Financial LLC	U.S. Bank	8218	Custodial
563	Ditech Financial LLC	U.S. Bank	8226	Custodial
564	Ditech Financial LLC	U.S. Bank	8234	Custodial
565	Ditech Financial LLC	U.S. Bank	8242	Custodial
566	Ditech Financial LLC	U.S. Bank	8259	Custodial
567	Ditech Financial LLC	U.S. Bank	8267	Custodial
568	Ditech Financial LLC	U.S. Bank	8275	Custodial
569	Ditech Financial LLC	U.S. Bank	8283	Custodial
570	Ditech Financial LLC	U.S. Bank	8291	Custodial
571	Ditech Financial LLC	U.S. Bank	8309	Custodial
572	Ditech Financial LLC	U.S. Bank	8317	Custodial
573	Ditech Financial LLC	U.S. Bank	8325	Custodial
574	Ditech Financial LLC	U.S. Bank	8333	Custodial
575	Ditech Financial LLC	U.S. Bank	8341	Custodial
576	Ditech Financial LLC	U.S. Bank	8358	Custodial
577	Ditech Financial LLC	U.S. Bank	8366	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
578	Ditech Financial LLC	U.S. Bank	8688	Custodial
579	Ditech Financial LLC	U.S. Bank	8694	Custodial
580	Ditech Financial LLC	U.S. Bank	8702	Custodial
581	Ditech Financial LLC	U.S. Bank	8874	Custodial
582	Ditech Financial LLC	U.S. Bank	9056	Custodial
583	Ditech Financial LLC	U.S. Bank	9098	Custodial
584	Ditech Financial LLC	U.S. Bank	9122	Custodial
585	Ditech Financial LLC	U.S. Bank	9130	Custodial
586	Ditech Financial LLC	U.S. Bank	9139	Custodial
587	Ditech Financial LLC	U.S. Bank	9148	Custodial
588	Ditech Financial LLC	U.S. Bank	9155	Custodial
589	Ditech Financial LLC	U.S. Bank	9163	Custodial
590	Ditech Financial LLC	U.S. Bank	9171	Custodial
591	Ditech Financial LLC	U.S. Bank	9189	Custodial
592	Ditech Financial LLC	U.S. Bank	9238	Custodial
593	Ditech Financial LLC	U.S. Bank	9253	Custodial
594	Ditech Financial LLC	U.S. Bank	9287	Custodial
595	Ditech Financial LLC	U.S. Bank	9371	Custodial
596	Ditech Financial LLC	U.S. Bank	9378	Custodial
597	Ditech Financial LLC	U.S. Bank	9380	Custodial
598	Ditech Financial LLC	U.S. Bank	9447	Custodial
599	Ditech Financial LLC	U.S. Bank	9527	Custodial
600	Ditech Financial LLC	U.S. Bank	9576	Custodial
601	Ditech Financial LLC	U.S. Bank	9659	Custodial
602	Ditech Financial LLC	U.S. Bank	9690	Custodial
603	Ditech Financial LLC	U.S. Bank	9691	Custodial
604	Ditech Financial LLC	U.S. Bank	9703	Custodial
605	Ditech Financial LLC	U.S. Bank	9729	Custodial
606	Ditech Financial LLC	U.S. Bank	9736	Custodial
607	Ditech Financial LLC	U.S. Bank	9752	Custodial
608	Ditech Financial LLC	U.S. Bank	4675	Custodial
609	Ditech Financial LLC	U.S. Bank	4677	Custodial
610	Ditech Financial LLC	U.S. Bank	4684	Custodial
611	Ditech Financial LLC	U.S. Bank	8181	Custodial
612	Ditech Financial LLC	U.S. Bank	8183	Custodial
613	Ditech Financial LLC	U.S. Bank	2844	Custodial
614	Ditech Financial LLC	U.S. Bank	2871	Custodial
615	Ditech Financial LLC	U.S. Bank	8296	Custodial
616	Ditech Financial LLC	U.S. Bank	8321	Custodial



#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
617	Ditech Financial LLC	U.S. Bank	1743	Custodial
618	Ditech Financial LLC	U.S. Bank	1752	Custodial
619	Ditech Financial LLC	U.S. Bank	9000	Custodial
620	Ditech Financial LLC	U.S. Bank	9001	Custodial
621	Ditech Financial LLC	U.S. Bank	9002	Custodial
622	Ditech Financial LLC	U.S. Bank	4000	Custodial
623	Ditech Financial LLC	U.S. Bank	4001	Custodial
624	Ditech Financial LLC	U.S. Bank	4002	Custodial
625	Ditech Financial LLC	U.S. Bank	4003	Custodial
626	Ditech Financial LLC	U.S. Bank	0000	Custodial
627	Ditech Financial LLC	U.S. Bank	0001	Custodial
628	Ditech Financial LLC	U.S. Bank	0002	Custodial
629	Ditech Financial LLC	U.S. Bank	0003	Custodial
630	Ditech Financial LLC	U.S. Bank	2000	Custodial
631	Ditech Financial LLC	U.S. Bank	2000	Custodial
632	Ditech Financial LLC	U.S. Bank	7000	Custodial
633	Ditech Financial LLC	U.S. Bank	6000	Custodial
634	Ditech Financial LLC	U.S. Bank	0000	Custodial
635	Ditech Financial LLC	U.S. Bank	0001	Custodial
636	Ditech Financial LLC	U.S. Bank	0002	Custodial
637	Ditech Financial LLC	U.S. Bank	0003	Custodial
638	Ditech Financial LLC	U.S. Bank	0004	Custodial
639	Ditech Financial LLC	U.S. Bank	8000	Custodial
640	Ditech Financial LLC	U.S. Bank	9000	Custodial
641	Ditech Financial LLC	U.S. Bank	0000	Custodial
642	Ditech Financial LLC	U.S. Bank	0010	Custodial
643	Ditech Financial LLC	U.S. Bank	0020	Custodial
644	Ditech Financial LLC	U.S. Bank	0030	Custodial
645	Ditech Financial LLC	U.S. Bank	0040	Custodial
646	Ditech Financial LLC	U.S. Bank	0050	Custodial
647	Ditech Financial LLC	U.S. Bank	0060	Custodial
648	Ditech Financial LLC	U.S. Bank	0070	Custodial
649	Ditech Financial LLC	U.S. Bank	0080	Custodial
650	Ditech Financial LLC	U.S. Bank	0090	Custodial
651	Ditech Financial LLC	U.S. Bank	0100	Custodial
652	Ditech Financial LLC	U.S. Bank	0110	Custodial
653	Ditech Financial LLC	U.S. Bank	0120	Custodial
654	Ditech Financial LLC	U.S. Bank	0130	Custodial
655	Ditech Financial LLC	U.S. Bank	0140	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
656	Ditech Financial LLC	U.S. Bank	0150	Custodial
657	Ditech Financial LLC	U.S. Bank	0160	Custodial
658	Ditech Financial LLC	U.S. Bank	0660	Custodial
659	Ditech Financial LLC	U.S. Bank	2020	Custodial
660	Ditech Financial LLC	U.S. Bank	3540	Custodial
661	Ditech Financial LLC	U.S. Bank	5610	Custodial
662	Ditech Financial LLC	U.S. Bank	7200	Custodial
663	Ditech Financial LLC	U.S. Bank	8750	Custodial
664	Ditech Financial LLC	U.S. Bank	9280	Custodial
665	Ditech Financial LLC	U.S. Bank	9440	Custodial
666	Ditech Financial LLC	U.S. Bank	9820	Custodial
667	Ditech Financial LLC	U.S. Bank	9940	Custodial
668	Ditech Financial LLC	U.S. Bank	0310	Custodial
669	Ditech Financial LLC	U.S. Bank	8340	Custodial
670	Ditech Financial LLC	U.S. Bank	8360	Custodial
671	Ditech Financial LLC	U.S. Bank	8890	Custodial
672	Ditech Financial LLC	U.S. Bank	9600	Custodial
673	Ditech Financial LLC	U.S. Bank	9620	Custodial
674	Ditech Financial LLC	U.S. Bank	0180	Custodial
675	Ditech Financial LLC	U.S. Bank	0600	Custodial
676	Ditech Financial LLC	U.S. Bank	0950	Custodial
677	Ditech Financial LLC	U.S. Bank	1630	Custodial
678	Ditech Financial LLC	U.S. Bank	2230	Custodial
679	Ditech Financial LLC	U.S. Bank	2240	Custodial
680	Ditech Financial LLC	U.S. Bank	2960	Custodial
681	Ditech Financial LLC	U.S. Bank	3480	Custodial
682	Ditech Financial LLC	U.S. Bank	3950	Custodial
683	Ditech Financial LLC	U.S. Bank	4000	Custodial
684	Ditech Financial LLC	U.S. Bank	5860	Custodial
685	Ditech Financial LLC	U.S. Bank	7250	Custodial
686	Ditech Financial LLC	U.S. Bank	9380	Custodial
687	Ditech Financial LLC	U.S. Bank	9385	Custodial
688	Ditech Financial LLC	U.S. Bank	9530	Custodial
689	Ditech Financial LLC	U.S. Bank	1460	Custodial
690	Ditech Financial LLC	U.S. Bank	1465	Custodial
691	Ditech Financial LLC	U.S. Bank	1800	Custodial
692	Ditech Financial LLC	U.S. Bank	3700	Custodial
693	Ditech Financial LLC	U.S. Bank	3710	Custodial
694	Ditech Financial LLC	U.S. Bank	3716	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
695	Ditech Financial LLC	U.S. Bank	5490	Custodial
696	Ditech Financial LLC	U.S. Bank	5493	Custodial
697	Ditech Financial LLC	U.S. Bank	6870	Custodial
698	Ditech Financial LLC	U.S. Bank	7530	Custodial
699	Ditech Financial LLC	U.S. Bank	9300	Custodial
700	Ditech Financial LLC	U.S. Bank	0470	Custodial
701	Ditech Financial LLC	U.S. Bank	1810	Custodial
702	Ditech Financial LLC	U.S. Bank	1816	Custodial
703	Ditech Financial LLC	U.S. Bank	1960	Custodial
704	Ditech Financial LLC	U.S. Bank	2050	Custodial
705	Ditech Financial LLC	U.S. Bank	2580	Custodial
706	Ditech Financial LLC	U.S. Bank	4000	Custodial
707	Ditech Financial LLC	U.S. Bank	4350	Custodial
708	Ditech Financial LLC	U.S. Bank	5130	Custodial
709	Ditech Financial LLC	U.S. Bank	5980	Custodial
710	Ditech Financial LLC	U.S. Bank	5990	Custodial
711	Ditech Financial LLC	U.S. Bank	6770	Custodial
712	Ditech Financial LLC	U.S. Bank	6810	Custodial
713	Ditech Financial LLC	U.S. Bank	6812	Custodial
714	Ditech Financial LLC	U.S. Bank	7430	Custodial
715	Ditech Financial LLC	U.S. Bank	8770	Custodial
716	Ditech Financial LLC	U.S. Bank	8790	Custodial
717	Ditech Financial LLC	U.S. Bank	0920	Custodial
718	Ditech Financial LLC	U.S. Bank	2680	Custodial
719	Ditech Financial LLC	U.S. Bank	3910	Custodial
720	Ditech Financial LLC	U.S. Bank	5150	Custodial
721	Ditech Financial LLC	U.S. Bank	5950	Custodial
722	Ditech Financial LLC	U.S. Bank	7480	Custodial
723	Ditech Financial LLC	U.S. Bank	8610	Custodial
724	Ditech Financial LLC	U.S. Bank	8611	Custodial
725	Ditech Financial LLC	U.S. Bank	8612	Custodial
726	Ditech Financial LLC	U.S. Bank	9180	Custodial
727	Ditech Financial LLC	U.S. Bank	0290	Custodial
728	Ditech Financial LLC	U.S. Bank	2260	Custodial
729	Ditech Financial LLC	U.S. Bank	2820	Custodial
730	Ditech Financial LLC	U.S. Bank	2824	Custodial
731	Ditech Financial LLC	U.S. Bank	2825	Custodial
732	Ditech Financial LLC	U.S. Bank	4160	Custodial
733	Ditech Financial LLC	U.S. Bank	5170	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
734	Ditech Financial LLC	U.S. Bank	5480	Custodial
735	Ditech Financial LLC	U.S. Bank	7540	Custodial
736	Ditech Financial LLC	U.S. Bank	9040	Custodial
737	Ditech Financial LLC	U.S. Bank	9041	Custodial
738	Ditech Financial LLC	U.S. Bank	9042	Custodial
739	Ditech Financial LLC	U.S. Bank	9850	Custodial
740	Ditech Financial LLC	U.S. Bank	2200	Custodial
741	Ditech Financial LLC	U.S. Bank	2206	Custodial
742	Ditech Financial LLC	U.S. Bank	2207	Custodial
743	Ditech Financial LLC	U.S. Bank	3970	Custodial
744	Ditech Financial LLC	U.S. Bank	4390	Custodial
745	Ditech Financial LLC	U.S. Bank	5940	Custodial
746	Ditech Financial LLC	U.S. Bank	5942	Custodial
747	Ditech Financial LLC	U.S. Bank	5943	Custodial
748	Ditech Financial LLC	U.S. Bank	5944	Custodial
749	Ditech Financial LLC	U.S. Bank	5945	Custodial
750	Ditech Financial LLC	U.S. Bank	6000	Custodial
751	Ditech Financial LLC	U.S. Bank	6002	Custodial
752	Ditech Financial LLC	U.S. Bank	6004	Custodial
753	Ditech Financial LLC	U.S. Bank	8300	Custodial
754	Ditech Financial LLC	U.S. Bank	8305	Custodial
755	Ditech Financial LLC	U.S. Bank	9730	Custodial
756	Ditech Financial LLC	U.S. Bank	9731	Custodial
757	Ditech Financial LLC	U.S. Bank	9732	Custodial
758	Ditech Financial LLC	U.S. Bank	9733	Custodial
759	Ditech Financial LLC	U.S. Bank	9734	Custodial
760	Ditech Financial LLC	U.S. Bank	9735	Custodial
761	Ditech Financial LLC	U.S. Bank	1610	Custodial
762	Ditech Financial LLC	U.S. Bank	1611	Custodial
763	Ditech Financial LLC	U.S. Bank	1615	Custodial
764	Ditech Financial LLC	U.S. Bank	2070	Custodial
765	Ditech Financial LLC	U.S. Bank	2072	Custodial
766	Ditech Financial LLC	U.S. Bank	2073	Custodial
767	Ditech Financial LLC	U.S. Bank	1200	Custodial
768	Ditech Financial LLC	U.S. Bank	7900	Custodial
769	Ditech Financial LLC	U.S. Bank	7901	Custodial
770	Ditech Financial LLC	U.S. Bank	7902	Custodial
771	Ditech Financial LLC	U.S. Bank	7903	Custodial
772	Ditech Financial LLC	U.S. Bank	4100	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
773	Ditech Financial LLC	U.S. Bank	6200	Custodial
774	Ditech Financial LLC	U.S. Bank	5125	Custodial
775	Ditech Financial LLC	U.S. Bank	5214	Custodial
776	Ditech Financial LLC	U.S. Bank	5124	Custodial
777	Ditech Financial LLC	U.S. Bank	4394	Custodial
778	Ditech Financial LLC	U.S. Bank	33-1	Custodial
779	Ditech Financial LLC	Wells Fargo	1200	Operating
780	Ditech Financial LLC	Wells Fargo	1800	Custodial
781	Ditech Financial LLC	Wells Fargo	0600	Custodial
782	Ditech Agency Advance Depositor LLC	Wells Fargo	9824	Custodial
783	Ditech PLS Advance Depositor LLC	Wells Fargo	9832	Custodial
784	Ditech Financial LLC	Wells Fargo	4206	Custodial
785	Ditech Financial LLC	Wells Fargo	4214	Custodial
786	Ditech Financial LLC	Wells Fargo	1556	Custodial
787	Ditech Financial LLC	Wells Fargo	3646	Custodial
788	Ditech Financial LLC	Wells Fargo	0126	Custodial
789	Ditech Financial LLC	Wells Fargo	0134	Custodial
790	Ditech Financial LLC	Wells Fargo	4939	Custodial
791	Ditech Financial LLC	Wells Fargo	4947	Custodial
792	Ditech Financial LLC	Wells Fargo	0530	Custodial
793	Ditech Financial LLC	Wells Fargo	0548	Custodial
794	Ditech Financial LLC	Wells Fargo	0555	Custodial
795	Ditech Financial LLC	Wells Fargo	0563	Custodial
796	Ditech Financial LLC	Wells Fargo	0571	Custodial
797	Ditech Financial LLC	Wells Fargo	0589	Custodial
798	Ditech Financial LLC	Wells Fargo	3813	Custodial
799	Ditech Financial LLC	Wells Fargo	3821	Custodial
800	Ditech Financial LLC	Wells Fargo	3839	Custodial
801	Ditech Financial LLC	Wells Fargo	3847	Custodial
802	Ditech Financial LLC	Wells Fargo	3854	Custodial
803	Ditech Financial LLC	Wells Fargo	3862	Custodial
804	Ditech Financial LLC	Wells Fargo	3870	Custodial
805	Ditech Financial LLC	Wells Fargo	3888	Custodial
806	Ditech Financial LLC	Wells Fargo	3896	Custodial
807	Ditech Financial LLC	Wells Fargo	3904	Custodial
808	Ditech Financial LLC	Wells Fargo	3912	Custodial
809	Ditech Financial LLC	Wells Fargo	3920	Custodial
810	Ditech Financial LLC	Wells Fargo	3938	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
811	Ditech Financial LLC	Wells Fargo	3946	Custodial
812	Ditech Financial LLC	Wells Fargo	3953	Custodial
813	Ditech Financial LLC	Wells Fargo	3961	Custodial
814	Ditech Financial LLC	Wells Fargo	3979	Custodial
815	Ditech Financial LLC	Wells Fargo	3987	Custodial
816	Ditech Financial LLC	Wells Fargo	3995	Custodial
817	Ditech Financial LLC	Wells Fargo	4019	Custodial
818	Ditech Financial LLC	Wells Fargo	4027	Custodial
819	Ditech Financial LLC	Wells Fargo	4035	Custodial
820	Ditech Financial LLC	Wells Fargo	4043	Custodial
821	Ditech Financial LLC	Wells Fargo	6067	Custodial
822	Ditech Financial LLC	Wells Fargo	6091	Custodial
823	Ditech Financial LLC	Wells Fargo	9181	Custodial
824	Ditech Financial LLC	Wells Fargo	9199	Custodial
825	Ditech Financial LLC	Wells Fargo	9207	Custodial
826	Ditech Financial LLC	Wells Fargo	9215	Custodial
827	Ditech Financial LLC	Wells Fargo	9223	Custodial
828	Ditech Financial LLC	Wells Fargo	6800	Custodial
829	Ditech Financial LLC	Wells Fargo	6801	Custodial
830	Ditech Financial LLC	Wells Fargo	0501	Custodial
831	Ditech Financial LLC	Wells Fargo	0502	Custodial
832	Ditech Financial LLC	Wells Fargo	3001	Custodial
833	Ditech Financial LLC	Wells Fargo	3002	Custodial
834	Ditech Financial LLC	Wells Fargo	8501	Custodial
835	Ditech Financial LLC	Wells Fargo	8502	Custodial
836	Ditech Financial LLC	Wells Fargo	8600	Custodial
837	Ditech Financial LLC	Wells Fargo	8601	Custodial
838	Ditech Financial LLC	Wells Fargo	8602	Custodial
839	Ditech Financial LLC	Wells Fargo	8603	Custodial
840	Ditech Financial LLC	Wells Fargo	3600	Custodial
841	Ditech Financial LLC	Wells Fargo	3601	Custodial
842	Ditech Financial LLC	Wells Fargo	3602	Custodial
843	Ditech Financial LLC	Wells Fargo	3603	Custodial
844	Ditech Financial LLC	Wells Fargo	3604	Custodial
845	Ditech Financial LLC	Wells Fargo	3605	Custodial
846	Ditech Financial LLC	Wells Fargo	2800	Custodial
847	Ditech Financial LLC	Wells Fargo	2801	Custodial
848	Ditech Financial LLC	Wells Fargo	2802	Custodial
849	Ditech Financial LLC	Wells Fargo	2803	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
850	Ditech Financial LLC	Wells Fargo	2804	Custodial
851	Ditech Financial LLC	Wells Fargo	2805	Custodial
852	Ditech Financial LLC	Wells Fargo	2806	Custodial
853	Ditech Financial LLC	Wells Fargo	2807	Custodial
854	Ditech Financial LLC	Wells Fargo	2808	Custodial
855	Ditech Financial LLC	Wells Fargo	2809	Custodial
856	Ditech Financial LLC	Wells Fargo	2810	Custodial
857	Ditech Financial LLC	Wells Fargo	2811	Custodial
858	Ditech Financial LLC	Wells Fargo	2812	Custodial
859	Ditech Financial LLC	Wells Fargo	2813	Custodial
860	Ditech Financial LLC	Wells Fargo	8900	Custodial
861	Ditech Financial LLC	Wells Fargo	8901	Custodial
862	Ditech Financial LLC	Wells Fargo	8902	Custodial
863	Ditech Financial LLC	Wells Fargo	8903	Custodial
864	Ditech Financial LLC	Wells Fargo	8904	Custodial
865	Ditech Financial LLC	Wells Fargo	8905	Custodial
866	Ditech Financial LLC	Wells Fargo	8906	Custodial
867	Ditech Financial LLC	Wells Fargo	8907	Custodial
868	Ditech Financial LLC	Wells Fargo	9000	Custodial
869	Ditech Financial LLC	Wells Fargo	9001	Custodial
870	Ditech Financial LLC	Wells Fargo	9002	Custodial
871	Ditech Financial LLC	Wells Fargo	9003	Custodial
872	Ditech Financial LLC	Wells Fargo	9004	Custodial
873	Ditech Financial LLC	Wells Fargo	9005	Custodial
874	Ditech Financial LLC	Wells Fargo	9006	Custodial
875	Ditech Financial LLC	Wells Fargo	9007	Custodial
876	Ditech Financial LLC	Wells Fargo	5600	Custodial
877	Ditech Financial LLC	Wells Fargo	5601	Custodial
878	Ditech Financial LLC	Wells Fargo	5602	Custodial
879	Ditech Financial LLC	Wells Fargo	5603	Custodial
880	Ditech Financial LLC	Wells Fargo	5604	Custodial
881	Ditech Financial LLC	Wells Fargo	6600	Custodial
882	Ditech Financial LLC	Wells Fargo	6601	Custodial
883	REO Management Solutions, LLC	Wells Fargo	8784	Custodial
884	Reverse Mortgage Solutions, Inc	Wells Fargo	3289	Custodial
885	Reverse Mortgage Solutions, Inc	Wells Fargo	8459	Custodial
886	Reverse Mortgage Solutions,	Wells Fargo	3056	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
	Inc			
887	Reverse Mortgage Solutions, Inc	Wells Fargo	3064	Custodial
888	Reverse Mortgage Solutions, Inc	Wells Fargo	8969	Custodial
889	Reverse Mortgage Solutions, Inc	Wells Fargo	4816	Custodial
890	Reverse Mortgage Solutions, Inc	Wells Fargo	7725	Custodial
891	Reverse Mortgage Solutions, Inc	Wells Fargo	9581	Custodial
892	Reverse Mortgage Solutions, Inc	Wells Fargo	9599	Custodial
893	Reverse Mortgage Solutions, Inc	Wells Fargo	9607	Custodial
894	Reverse Mortgage Solutions, Inc	Wells Fargo	8778	Custodial
895	Reverse Mortgage Solutions, Inc	Wells Fargo	4559	Custodial
896	Reverse Mortgage Solutions, Inc	Wells Fargo	1750	Custodial
897	Reverse Mortgage Solutions, Inc	Wells Fargo	1768	Custodial
898	Reverse Mortgage Solutions, Inc	Wells Fargo	1776	Custodial
899	Reverse Mortgage Solutions, Inc	Wells Fargo	1792	Custodial
900	Reverse Mortgage Solutions, Inc	Wells Fargo	1826	Custodial
901	Reverse Mortgage Solutions, Inc	Wells Fargo	2030	Custodial
902	Reverse Mortgage Solutions, Inc	Wells Fargo	2990	Custodial
903	Reverse Mortgage Solutions, Inc	Wells Fargo	0988	Custodial
904	Reverse Mortgage Solutions, Inc	Wells Fargo	0996	Custodial
905	Reverse Mortgage Solutions, Inc	Wells Fargo	1175	Custodial
906	Reverse Mortgage Solutions, Inc	Wells Fargo	6029	Custodial
907	Reverse Mortgage Solutions, Inc	Wells Fargo	9413	Custodial
908	Reverse Mortgage Solutions, Inc	Wells Fargo	9421	Custodial



#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
909	Reverse Mortgage Solutions, Inc	Wells Fargo	8597	Custodial
910	Reverse Mortgage Solutions, Inc	Wells Fargo	8334	Custodial
911	Reverse Mortgage Solutions, Inc	Wells Fargo	3854	Custodial
912	Reverse Mortgage Solutions, Inc	Wells Fargo	1348	Custodial
913	Reverse Mortgage Solutions, Inc	Wells Fargo	6439	Custodial
914	Reverse Mortgage Solutions, Inc	Wells Fargo	6447	Custodial
915	Reverse Mortgage Solutions, Inc	Wells Fargo	6454	Custodial
916	Reverse Mortgage Solutions, Inc	Wells Fargo	6462	Custodial
917	Reverse Mortgage Solutions, Inc	Wells Fargo	2875	Custodial
918	Reverse Mortgage Solutions, Inc	Wells Fargo	9540	Custodial
919	Reverse Mortgage Solutions, Inc	Wells Fargo	9557	Custodial
920	Reverse Mortgage Solutions, Inc	Wells Fargo	0250	Custodial
921	Reverse Mortgage Solutions, Inc	Wells Fargo	0268	Custodial
922	Reverse Mortgage Solutions, Inc	Wells Fargo	9161	Custodial
923	Reverse Mortgage Solutions, Inc	Wells Fargo	7366	Custodial
924	Reverse Mortgage Solutions, Inc	Wells Fargo	2452	Custodial
925	Reverse Mortgage Solutions, Inc	Wells Fargo	2544	Custodial
926	Reverse Mortgage Solutions, Inc	Wells Fargo	2551	Custodial
927	Reverse Mortgage Solutions, Inc	Wells Fargo	2256	Custodial
928	Reverse Mortgage Solutions, Inc	Wells Fargo	2264	Custodial
929	Reverse Mortgage Solutions, Inc	Wells Fargo	2272	Custodial
930	Reverse Mortgage Solutions, Inc	Wells Fargo	5156	Custodial
931	Reverse Mortgage Solutions, Inc	Wells Fargo	4114	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
932	Reverse Mortgage Solutions, Inc	Wells Fargo	4622	Custodial
933	Reverse Mortgage Solutions, Inc	Wells Fargo	0813	Custodial
934	Reverse Mortgage Solutions, Inc	Wells Fargo	0826	Custodial
935	Reverse Mortgage Solutions, Inc	Wells Fargo	0842	Custodial
936	Reverse Mortgage Solutions, Inc	Wells Fargo	0855	Custodial
937	Reverse Mortgage Solutions, Inc	Wells Fargo	0868	Custodial
938	Reverse Mortgage Solutions, Inc	Wells Fargo	0871	Custodial
939	Reverse Mortgage Solutions, Inc	Wells Fargo	0884	Custodial
940	Reverse Mortgage Solutions, Inc	Wells Fargo	0978	Custodial
941	Reverse Mortgage Solutions, Inc	Wells Fargo	0981	Custodial
942	Reverse Mortgage Solutions, Inc	Wells Fargo	1003	Custodial
943	Reverse Mortgage Solutions, Inc	Wells Fargo	1016	Custodial
944	Reverse Mortgage Solutions, Inc	Wells Fargo	1029	Custodial
945	Reverse Mortgage Solutions, Inc	Wells Fargo	1074	Custodial
946	Reverse Mortgage Solutions, Inc	Wells Fargo	1184	Custodial
947	Reverse Mortgage Solutions, Inc	Wells Fargo	8399	Custodial
948	Reverse Mortgage Solutions, Inc	Wells Fargo	8535	Custodial
949	Reverse Mortgage Solutions, Inc	Wells Fargo	8035	Custodial
950	Reverse Mortgage Solutions, Inc	Wells Fargo	3701	Custodial
951	Reverse Mortgage Solutions, Inc	Wells Fargo	3265	Operating
952	Reverse Mortgage Solutions, Inc	Wells Fargo	4350	Operating
953	Ditech Financial LLC	Citibank	7019	Custodial
954	Ditech Financial LLC	Citibank	7051	Custodial
955	Ditech Financial LLC	Citibank	0584	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
956	Ditech Financial LLC	Citibank	0779	Custodial
957	Ditech Financial LLC	Citibank	0787	Custodial
958	Ditech Financial LLC	Citibank	0795	Custodial
959	Ditech Financial LLC	Citibank	0808	Custodial
960	Ditech Financial LLC	Citibank	0816	Custodial
961	Ditech Financial LLC	Citibank	0824	Custodial
962	Ditech Financial LLC	Citibank	0832	Custodial
963	Ditech Financial LLC	Citibank	0859	Custodial
964	Ditech Financial LLC	Citibank	0867	Custodial
965	Ditech Financial LLC	Citibank	0875	Custodial
966	Ditech Financial LLC	Citibank	0883	Custodial
967	Ditech Financial LLC	Citibank	0891	Custodial
968	Ditech Financial LLC	Citibank	0904	Custodial
969	Ditech Financial LLC	Citibank	0912	Custodial
970	Ditech Financial LLC	Citibank	0939	Custodial
971	Ditech Financial LLC	Citibank	0947	Custodial
972	Ditech Financial LLC	Citibank	0955	Custodial
973	Ditech Financial LLC	Citibank	0963	Custodial
974	Ditech Financial LLC	Citibank	0971	Custodial
975	Ditech Financial LLC	Citibank	0998	Custodial
976	Ditech Financial LLC	Citibank	1018	Custodial
977	Ditech Financial LLC	Citibank	1026	Custodial
978	Ditech Financial LLC	Citibank	1034	Custodial
979	Ditech Financial LLC	Citibank	1042	Custodial
980	Ditech Financial LLC	Citibank	1069	Custodial
981	Ditech Financial LLC	Citibank	1077	Custodial
982	Ditech Financial LLC	Citibank	1085	Custodial
983	Ditech Financial LLC	Citibank	1093	Custodial
984	Ditech Financial LLC	Citibank	1106	Custodial
985	Ditech Financial LLC	Citibank	1114	Custodial
986	Ditech Financial LLC	Citibank	1122	Custodial
987	Ditech Financial LLC	Citibank	1149	Custodial
988	Ditech Financial LLC	Citibank	1157	Custodial
989	Ditech Financial LLC	Citibank	1165	Custodial
990	Ditech Financial LLC	Citibank	1173	Custodial
991	Ditech Financial LLC	Citibank	1181	Custodial
992	Ditech Financial LLC	Citibank	1202	Custodial
993	Ditech Financial LLC	Citibank	1229	Custodial
994	Ditech Financial LLC	Citibank	1237	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
995	Ditech Financial LLC	Citibank	1245	Custodial
996	Ditech Financial LLC	Citibank	1253	Custodial
997	Ditech Financial LLC	Citibank	1261	Custodial
998	Ditech Financial LLC	Citibank	1288	Custodial
999	Ditech Financial LLC	Citibank	1296	Custodial
1000	Ditech Financial LLC	Citibank	1309	Custodial
1001	Ditech Financial LLC	Citibank	1317	Custodial
1002	Ditech Financial LLC	Citibank	1325	Custodial
1003	Ditech Financial LLC	Citibank	1333	Custodial
1004	Ditech Financial LLC	Citibank	1341	Custodial
1005	Ditech Financial LLC	Citibank	1368	Custodial
1006	Ditech Financial LLC	Citibank	1376	Custodial
1007	Ditech Financial LLC	Citibank	1384	Custodial
1008	Ditech Financial LLC	Citibank	1392	Custodial
1009	Ditech Financial LLC	Citibank	1405	Custodial
1010	Ditech Financial LLC	Citibank	1413	Custodial
1011	Ditech Financial LLC	Citibank	1421	Custodial
1012	Ditech Financial LLC	Citibank	1448	Custodial
1013	Ditech Financial LLC	Citibank	1456	Custodial
1014	Ditech Financial LLC	Citibank	1464	Custodial
1015	Ditech Financial LLC	Citibank	1472	Custodial
1016	Ditech Financial LLC	Citibank	1499	Custodial
1017	Ditech Financial LLC	Citibank	1501	Custodial
1018	Ditech Financial LLC	Citibank	1528	Custodial
1019	Ditech Financial LLC	Citibank	1536	Custodial
1020	Ditech Financial LLC	Citibank	1544	Custodial
1021	Ditech Financial LLC	Citibank	1552	Custodial
1022	Ditech Financial LLC	Citibank	1579	Custodial
1023	Ditech Financial LLC	Citibank	1587	Custodial
1024	Ditech Financial LLC	Citibank	1595	Custodial
1025	Ditech Financial LLC	Citibank	1608	Custodial
1026	Ditech Financial LLC	Citibank	1616	Custodial
1027	Ditech Financial LLC	Citibank	1624	Custodial
1028	Ditech Financial LLC	Citibank	1632	Custodial
1029	Ditech Financial LLC	Citibank	1659	Custodial
1030	Ditech Financial LLC	Citibank	1667	Custodial
1031	Ditech Financial LLC	Citibank	1675	Custodial
1032	Ditech Financial LLC	Citibank	1683	Custodial
1033	Ditech Financial LLC	Citibank	1691	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
1034	Ditech Financial LLC	Citibank	1704	Custodial
1035	Ditech Financial LLC	Citibank	1712	Custodial
1036	Ditech Financial LLC	Citibank	1739	Custodial
1037	Ditech Financial LLC	Citibank	1747	Custodial
1038	Ditech Financial LLC	Citibank	1755	Custodial
1039	Ditech Financial LLC	Citibank	1763	Custodial
1040	Ditech Financial LLC	Citibank	1771	Custodial
1041	Ditech Financial LLC	Citibank	1798	Custodial
1042	Ditech Financial LLC	Citibank	1819	Custodial
1043	Ditech Financial LLC	Citibank	1827	Custodial
1044	Ditech Financial LLC	Citibank	1835	Custodial
1045	Ditech Financial LLC	Citibank	1843	Custodial
1046	Ditech Financial LLC	Citibank	1851	Custodial
1047	Ditech Financial LLC	Citibank	1878	Custodial
1048	Ditech Financial LLC	Citibank	1886	Custodial
1049	Ditech Financial LLC	Citibank	1894	Custodial
1050	Ditech Financial LLC	Citibank	1907	Custodial
1051	Ditech Financial LLC	Citibank	1915	Custodial
1052	Ditech Financial LLC	Citibank	1923	Custodial
1053	Ditech Financial LLC	Citibank	1931	Custodial
1054	Ditech Financial LLC	Citibank	1958	Custodial
1055	Ditech Financial LLC	Citibank	2184	Custodial
1056	Ditech Financial LLC	Citibank	2205	Custodial
1057	Ditech Financial LLC	Citibank	2213	Custodial
1058	Ditech Financial LLC	Citibank	2221	Custodial
1059	Ditech Financial LLC	Citibank	2248	Custodial
1060	Ditech Financial LLC	Citibank	2256	Custodial
1061	Ditech Financial LLC	Citibank	2264	Custodial
1062	Ditech Financial LLC	Citibank	2272	Custodial
1063	Ditech Financial LLC	Citibank	2299	Custodial
1064	Ditech Financial LLC	Citibank	2301	Custodial
1065	Ditech Financial LLC	Citibank	2328	Custodial
1066	Ditech Financial LLC	Citibank	2336	Custodial
1067	Ditech Financial LLC	Citibank	2344	Custodial
1068	Ditech Financial LLC	Citibank	2352	Custodial
1069	Ditech Financial LLC	Citibank	2379	Custodial
1070	Ditech Financial LLC	Citibank	2387	Custodial
1071	Ditech Financial LLC	Citibank	2395	Custodial
1072	Ditech Financial LLC	Citibank	2408	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
1073	Ditech Financial LLC	Citibank	2416	Custodial
1074	Ditech Financial LLC	Citibank	2424	Custodial
1075	Ditech Financial LLC	Citibank	2432	Custodial
1076	Ditech Financial LLC	Citibank	2459	Custodial
1077	Ditech Financial LLC	Citibank	2467	Custodial
1078	Ditech Financial LLC	Citibank	2475	Custodial
1079	Ditech Financial LLC	Citibank	2483	Custodial
1080	Ditech Financial LLC	Citibank	2491	Custodial
1081	Ditech Financial LLC	Citibank	2504	Custodial
1082	Ditech Financial LLC	Citibank	2512	Custodial
1083	Ditech Financial LLC	Citibank	2539	Custodial
1084	Ditech Financial LLC	Citibank	2547	Custodial
1085	Ditech Financial LLC	Citibank	2555	Custodial
1086	Ditech Financial LLC	Citibank	2563	Custodial
1087	Ditech Financial LLC	Citibank	2571	Custodial
1088	Ditech Financial LLC	Citibank	2598	Custodial
1089	Ditech Financial LLC	Citibank	2619	Custodial
1090	Ditech Financial LLC	Citibank	2627	Custodial
1091	Ditech Financial LLC	Citibank	2635	Custodial
1092	Ditech Financial LLC	Citibank	2643	Custodial
1093	Ditech Financial LLC	Citibank	2651	Custodial
1094	Ditech Financial LLC	Citibank	2678	Custodial
1095	Ditech Financial LLC	Citibank	2686	Custodial
1096	Ditech Financial LLC	Citibank	2694	Custodial
1097	Ditech Financial LLC	Citibank	2707	Custodial
1098	Ditech Financial LLC	Citibank	2715	Custodial
1099	Ditech Financial LLC	Citibank	2723	Custodial
1100	Ditech Financial LLC	Citibank	2731	Custodial
1101	Ditech Financial LLC	Citibank	2758	Custodial
1102	Ditech Financial LLC	Citibank	2766	Custodial
1103	Ditech Financial LLC	Citibank	2774	Custodial
1104	Ditech Financial LLC	Citibank	2782	Custodial
1105	Ditech Financial LLC	Citibank	2803	Custodial
1106	Ditech Financial LLC	Citibank	2811	Custodial
1107	Ditech Financial LLC	Citibank	2838	Custodial
1108	Ditech Financial LLC	Citibank	2846	Custodial
1109	Ditech Financial LLC	Citibank	2854	Custodial
1110	Ditech Financial LLC	Citibank	2862	Custodial
1111	Ditech Financial LLC	Citibank	2889	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
1112	Ditech Financial LLC	Citibank	2897	Custodial
1113	Ditech Financial LLC	Citibank	2918	Custodial
1114	Ditech Financial LLC	Citibank	2926	Custodial
1115	Ditech Financial LLC	Citibank	2934	Custodial
1116	Ditech Financial LLC	Citibank	2942	Custodial
1117	Ditech Financial LLC	Citibank	2969	Custodial
1118	Ditech Financial LLC	Citibank	2977	Custodial
1119	Ditech Financial LLC	Citibank	2985	Custodial
1120	Ditech Financial LLC	Citibank	2993	Custodial
1121	Ditech Financial LLC	Citibank	3005	Custodial
1122	Ditech Financial LLC	Citibank	3013	Custodial
1123	Ditech Financial LLC	Citibank	3021	Custodial
1124	Ditech Financial LLC	Citibank	3048	Custodial
1125	Ditech Financial LLC	Citibank	3056	Custodial
1126	Ditech Financial LLC	Citibank	3064	Custodial
1127	Ditech Financial LLC	Citibank	3072	Custodial
1128	Ditech Financial LLC	Citibank	3099	Custodial
1129	Ditech Financial LLC	Citibank	3101	Custodial
1130	Ditech Financial LLC	Citibank	3128	Custodial
1131	Ditech Financial LLC	Citibank	3136	Custodial
1132	Ditech Financial LLC	Citibank	3144	Custodial
1133	Ditech Financial LLC	Citibank	3152	Custodial
1134	Ditech Financial LLC	Citibank	3179	Custodial
1135	Ditech Financial LLC	Citibank	3187	Custodial
1136	Ditech Financial LLC	Citibank	3195	Custodial
1137	Ditech Financial LLC	Citibank	3208	Custodial
1138	Ditech Financial LLC	Citibank	3216	Custodial
1139	Ditech Financial LLC	Citibank	3224	Custodial
1140	Ditech Financial LLC	Citibank	3232	Custodial
1141	Ditech Financial LLC	Citibank	3259	Custodial
1142	Ditech Financial LLC	Citibank	3267	Custodial
1143	Ditech Financial LLC	Citibank	3275	Custodial
1144	Ditech Financial LLC	Citibank	3283	Custodial
1145	Ditech Financial LLC	Citibank	3291	Custodial
1146	Ditech Financial LLC	Citibank	3304	Custodial
1147	Ditech Financial LLC	Citibank	3312	Custodial
1148	Ditech Financial LLC	Citibank	3339	Custodial
1149	Ditech Financial LLC	Citibank	3347	Custodial
1150	Ditech Financial LLC	Citibank	3355	Custodial

#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
1151	Ditech Financial LLC	Citibank	3363	Custodial
1152	Ditech Financial LLC	Citibank	3371	Custodial
1153	Ditech Financial LLC	Citibank	3398	Custodial
1154	Ditech Financial LLC	Citibank	3419	Custodial
1155	Ditech Financial LLC	Citibank	3427	Custodial
1156	Ditech Financial LLC	Citibank	3443	Custodial
1157	Ditech Financial LLC	Citibank	3451	Custodial
1158	Ditech Financial LLC	Citibank	3478	Custodial
1159	Ditech Financial LLC	Citibank	3486	Custodial
1160	Ditech Financial LLC	Citibank	3494	Custodial
1161	Ditech Financial LLC	Citibank	3507	Custodial
1162	Ditech Financial LLC	Citibank	3515	Custodial
1163	Ditech Financial LLC	Citibank	3523	Custodial
1164	Ditech Financial LLC	Citibank	3531	Custodial
1165	Ditech Financial LLC	Citibank	3558	Custodial
1166	Ditech Financial LLC	Citibank	3566	Custodial
1167	Ditech Financial LLC	Citibank	3574	Custodial
1168	Ditech Financial LLC	Citibank	3582	Custodial
1169	Ditech Financial LLC	Citibank	3603	Custodial
1170	Ditech Financial LLC	Citibank	3611	Custodial
1171	Ditech Financial LLC	Citibank	3638	Custodial
1172	Ditech Financial LLC	Citibank	3646	Custodial
1173	Ditech Financial LLC	Citibank	3654	Custodial
1174	Ditech Financial LLC	Citibank	3662	Custodial
1175	Ditech Financial LLC	Citibank	3689	Custodial
1176	Ditech Financial LLC	Citibank	3697	Custodial
1177	Ditech Financial LLC	Citibank	3718	Custodial
1178	Ditech Financial LLC	Citibank	3726	Custodial
1179	Ditech Financial LLC	Citibank	3734	Custodial
1180	Ditech Financial LLC	Citibank	3742	Custodial
1181	Ditech Financial LLC	Citibank	3769	Custodial
1182	Ditech Financial LLC	Citibank	3777	Custodial
1183	Ditech Financial LLC	Citibank	3785	Custodial
1184	Ditech Financial LLC	Citibank	3793	Custodial
1185	Ditech Financial LLC	Citibank	3806	Custodial
1186	Ditech Financial LLC	Citibank	3814	Custodial
1187	Ditech Financial LLC	Citibank	3822	Custodial
1188	Ditech Financial LLC	Citibank	3849	Custodial
1189	Ditech Financial LLC	Citibank	3857	Custodial



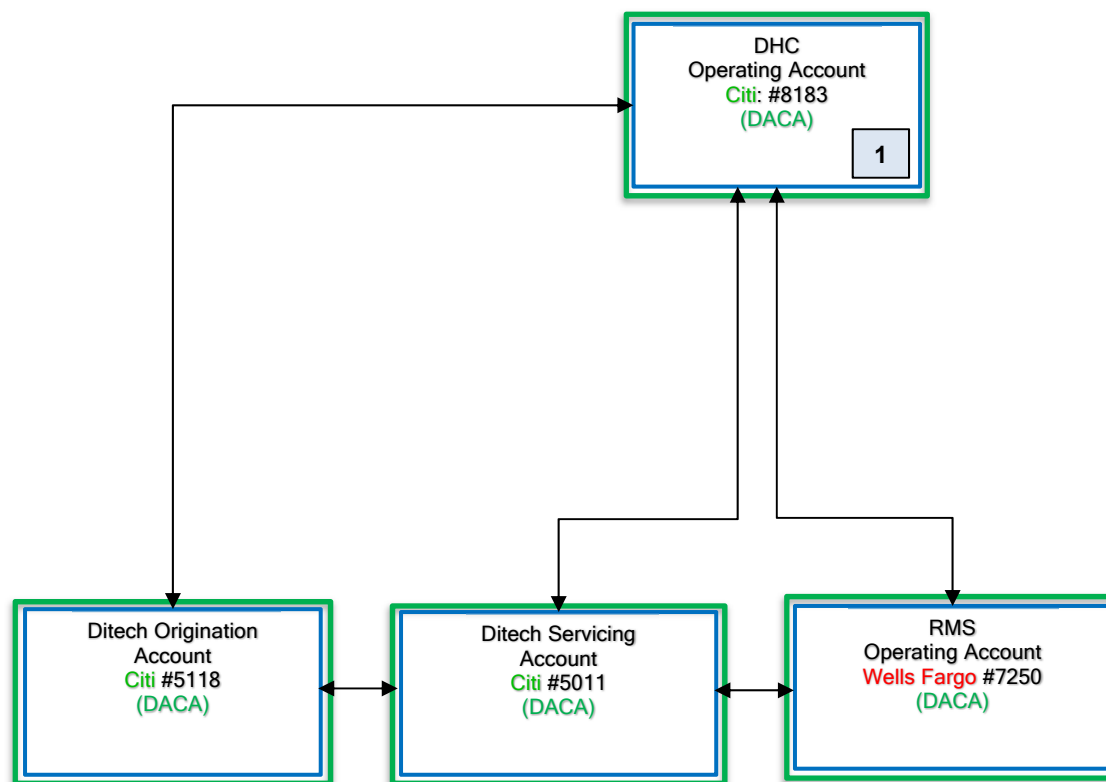
#	Legal Entity	Financial Institution	Last Four Digits of Account Number	Type of Account
1190	Ditech Financial LLC	Citibank	5705	Custodial
1191	Ditech Financial LLC	Citibank	5713	Custodial
1192	Ditech Financial LLC	Citibank	6409	Custodial
1193	Ditech Financial LLC	Citibank	6417	Custodial
1194	Ditech Financial LLC	Citibank	6425	Custodial
1195	Ditech Financial LLC	Citibank	6433	Custodial
1196	Ditech Financial LLC	Bank of America	2845	Custodial

**Exhibit C**

**Diagrams**

## Diagram A

### DHC Cash Management



**Legend:**

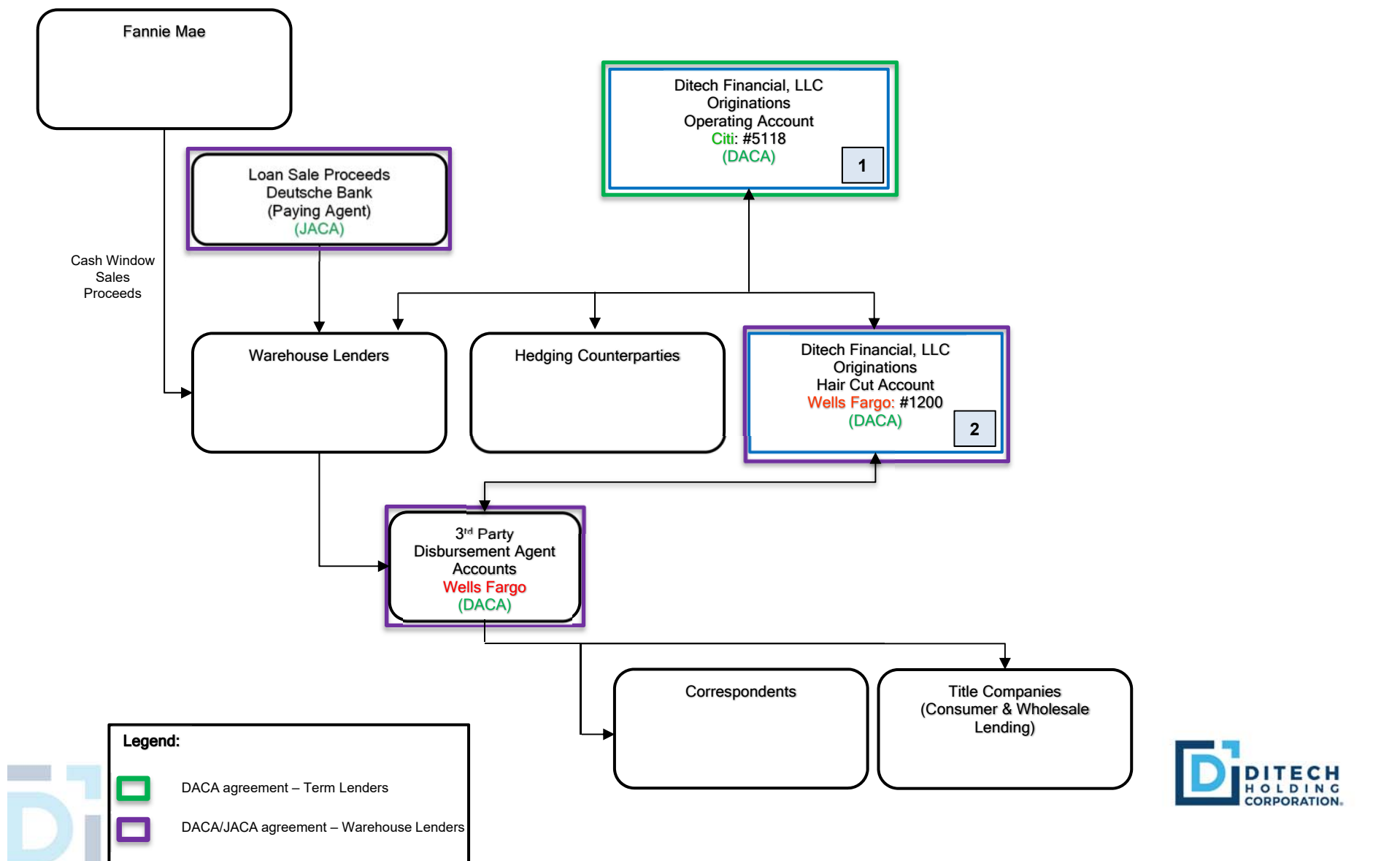


DACA agreement – Term Lenders

DACA/JACA agreement – Warehouse Lenders

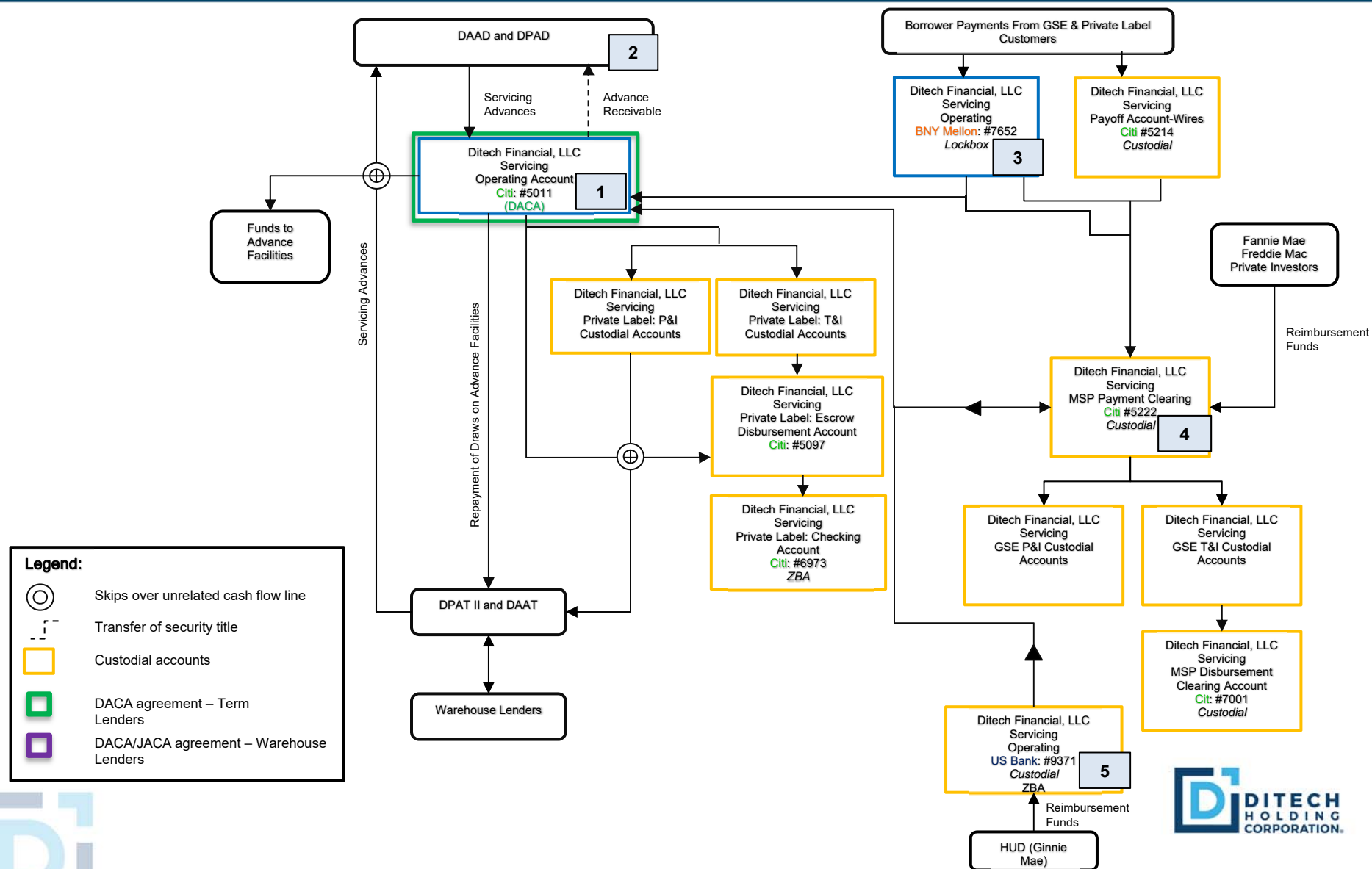


## Diagram B Ditech Financial Origination Cash Management



## Diagram C

### Ditech Financial Servicing Cash Management



### Diagram D

